

BABACOCK CHARLOTTE

MASTER DEVELOPMENT ORDER

DECEMBER 13, 2007
JUNE 17, 2008

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- Original (Resolution 2007-196) Approved December 13, 2007
- Amendment/Settlement Agreement with DCA (Resolution 2008-063) Approved June 17, 2008
- Will Lead to the Completion of 4 Agreements & the First Increment Resolution

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RES. 2007-196

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BABCOCK RANCH COMMUNITY

MASTER DEVELOPMENT OF REGIONAL IMPACT

MASTER DRI DEVELOPMENT ORDER

BOARD OF COUNTY COMMISSIONERS CHARLOTTE COUNTY, FLORIDA

DECEMBER 13, 2007

★
Minutes
108

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1 **RESOLUTION NO. 2007- 196**

2 **A MASTER DEVELOPMENT ORDER OF THE BOARD OF COUNTY**
3 **COMMISSIONERS OF CHARLOTTE COUNTY, FLORIDA FOR THE BABCOCK**
4 **RANCH COMMUNITY (CHARLOTTE COUNTY), A MASTER DEVELOPMENT OF**
5 **REGIONAL IMPACT.**

6 WHEREAS, on February 23, 2007, Babcock Property Holdings, LLC (“Developer”), by
7 and through its authorized agent, WilsonMiller, Inc. in accordance with Subsections 380.06(6)
8 and (21), Florida Statutes, filed an Application for Master Development Approval (“AMDA”) of
9 a Development of Regional Impact (DRI) known as the Babcock Ranch Community (hereinafter
10 “Babcock Charlotte”) with Charlotte County, Florida (“County”) and the Southwest Florida
11 Regional Planning Council (“SWFRPC”); and

12 WHEREAS, Developer, County, and the SWFRPC entered into a Master DRI Agreement
13 on March 13, 2007 (fully executed March 16, 2007), as required by Section 380.06(21)(b),
14 Florida Statutes (“AMDA Agreement”); and

15 WHEREAS, the County Board of County Commissioners (“Board”), as the governing
16 body of the unincorporated area of Charlotte County having jurisdiction pursuant to Section
17 380.06, Florida Statutes, is authorized and empowered to consider the Application for Master
18 Development Approval (“AMDA”) for the Babcock Charlotte Master DRI; and

19 WHEREAS, the public notice requirements of Section 380.06, Florida Statutes, and the
20 Charlotte County Land Development Code (LDC), which includes the County’s Zoning
21 Ordinance have been satisfied; and

22 WHEREAS, the Charlotte County Planning and Zoning Commission has reviewed and
23 considered the report and recommendations of the SWFRPC and held a public hearing to
24 consider the AMDA on December 10, 2007; and

1 WHEREAS, the issuance of a development order pursuant to Section 380.06, Florida
2 Statutes, does not constitute a waiver of any powers or rights of County regarding the issuance of
3 other development permits consistent herewith; and

4 WHEREAS, County and Developer entered into a development agreement on April 20,
5 2006, which sets forth various rights and duties of the parties with respect to infrastructure for
6 Babcock Charlotte ("Charlotte Development Agreement"); and

7 WHEREAS, the Babcock Ranch Community Independent Special District ("District")
8 was established by the 2007 Session of the Florida Legislature to design, finance, construct,
9 operate, and maintain various infrastructure elements within Babcock Charlotte; and

10 WHEREAS, on December 13, 2007, the Board, at a public hearing in accordance with
11 Section 380.06, Florida Statutes, having considered the AMDA for the Babcock DRI submitted
12 by Developer, the AMDA sufficiency questions from reviewing agencies and Developer's
13 responses thereto, the report and recommendations of the SWFRPC, the documentary and oral
14 evidence presented at the hearing before the Board, the report and recommendations of the
15 Charlotte County Planning and Zoning Commission, the recommendations of Charlotte County
16 staff, and the Charlotte Development Agreement, makes the Findings of Fact and Conclusions of
17 Law set forth below.

18 NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY
19 COMMISSIONERS OF CHARLOTTE COUNTY, FLORIDA THAT:

20 **RECITALS**

21 The recitals set forth above are true and correct and are incorporated herein and made a
22 part hereof.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1 **1.** The real property constituting the Babcock Ranch Community in Charlotte County which
2
3 is the subject of the AMDA, consists of approximately 13,630 acres, and is legally described as
4 set forth in Exhibit “A” attached hereto and made a part hereof (“Property” or “Community”).

5 **2.** The AMDA is consistent with Subsections 380.06(6) and (21), Florida Statutes.

6 **3.** The Developer submitted to the County an AMDA in February, 2007 and responses to
7 sufficiency questions in June, 2007 and in July, 2007. The representations and commitments of
8 Developer made in those documents which are made conditions of this development order are
9 identified and set forth in the relevant provisions of this development order (“Representations
10 and Commitments as Conditions”).

11 **4.** Most of Babcock Charlotte is located above the Category 3 Storm Surge for a land-falling
12 event as currently mapped in Chapter 3 Map 3.13 of the 2014 Charlotte County Comprehensive
13 Plan. However some portions are within the Category 4/5 Storm Surge Zone.

14 **5.** The Developer proposes to develop Babcock Charlotte in accordance with the Babcock
15 Master Concept Plan (Map “H” in the AMDA) attached hereto as Exhibit “B” attached hereto
16 and made a part hereof. Map “H” will be further revised as part of each Incremental
17 development order. Map “H”, and as further revised in each Increment, constitutes the revised
18 Master Plan for the Babcock Ranch Overlay District (“BROD”) in the County’s Comprehensive
19 Plan and the revised Exhibit C-1 in the Charlotte Development Agreement. The development
20 program authorized by this development order is as follows (“Development Program”):

21 (i) 17,870 residential dwelling units (recreational vehicle park uses shall count as
22 dwelling units on a one vehicle rental or owner equals one dwelling unit),

23 (ii) 2,925,943 square feet of retail,

- 1 (iii) 2,064,057 square feet of office (general office, medical office, and civic,
2 community, and miscellaneous public facilities),
3 (iv) 600 hotel rooms (assumes 360,000 square feet of building),
4 (v) 650,000 square feet of industrial,
5 (vi) 177 hospital beds,
6 (vii) 418 units of assisted living facilities,
7 (viii) 54 golf holes,
8 (ix) Ancillary facilities of the educational service center, schools, and university
9 research facilities as identified in Exhibit "B", attached hereto, will not be
10 attributed to other development components set forth above, will not count
11 towards the maximum thresholds of development as established in the
12 Development Order and the BROD policies of the 2014 Charlotte County
13 Comprehensive Plan.
14 (x) All other ancillary facilities, such as libraries, places of worship and regional and
15 community park sites together with the development components set forth above
16 (excluding ix) shall not exceed the maximum thresholds established in the
17 Development Order and the BROD policies of the 2014 Charlotte County
18 Comprehensive Plan.
19 (xi) Temporary housing for construction workers and their families will not count
20 against the residential dwelling units allowed by subsection (i) above.
21 (xii) The total development within the BROD shall not exceed 17,870 dwelling units
22 and 6,000,000 square feet of non-residential uses, not including the educational

service center, schools, and university research facilities which square footage will be additional.

6. The development is not in an area designated as an Area of Critical State Concern pursuant to the Provisions of Section 380.05, Florida Statutes, as amended.

7. The development of Babcock Charlotte is consistent with the current land development regulations and the Comprehensive Plan of County, as amended, adopted pursuant to Chapter 163, Part II, Florida Statutes.

8. The Babcock Charlotte development is consistent with the State Comprehensive Plan.

9. Babcock Charlotte is expected to be developed in increments pursuant to applications for incremental development approval ("AIDA's"). The DRI questions which must be addressed by those applications and the scopes of review of those applications have been agreed to in the AMDA Agreement and are set forth in the pertinent provisions of this development order and are repeated in Exhibit "C" attached hereto and made a part hereof.

CONDITIONS

1. APPLICATIONS FOR INCREMENTAL DEVELOPMENT APPROVAL.

AIDA's shall be required to address only those application questions identified for increments or to provide the documentation described in Exhibit "C" attached hereto and made a part hereof.

2. GROSS RESIDENTIAL DENSITY CONDITION AND DEVELOPMENT PROGRAM

A. Representations and Commitments as Conditions.

The gross residential density for the 13,630.6 acres is anticipated to be approximately 1.31 dwelling units per acre. The net density of the development areas is anticipated to be approximately 4.05 dwelling units per acre. The calculation for net density is based on the area

1 of the development pods (i.e. Town Center, Villages and Hamlets). The net densities within the
2 development pods will increase consistent with the planning approach to cluster development in
3 predominantly ecologically benign areas. As provided in the BROD, net densities in those
4 development pods will range from 3 to 16 units per acre in villages and hamlets, and from 3 to
5 24 units per acre in the town center.

6 B. Other Conditions.

7 The Development Program is approved and may be adjusted by Developer in accordance
8 with an equivalency matrix to be adopted in an Incremental development order.

9 C. Incremental Review.

10 (1) As part of the review of the first AIDA, a visioning workshop will be held
11 to solicit public input on the implementation of the Master Plan for
12 Babcock Charlotte. Said workshop will be advertised pursuant to
13 County's advertising requirements for workshops.

14 (2) Each Incremental development order will establish the amount of non-
15 residential development which must be constructed by the end of the
16 Increment relative to the cumulative number of residential units which
17 have been, or are projected to be, developed by the end of that Increment,
18 and shall be consistent with the development limits established in the
19 BROD.

20 **REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY**

1 **3. AFFORDABLE HOUSING**

2 A. Representations and Commitments as Conditions.

- 3 (1) Ten percent (10%) of the total number of housing units constructed shall
4 be for affordable housing. At least ten percent (10%) of the residential
5 units in each DRI Increment of the project shall include affordable
6 housing. If a particular DRI Increment includes more than ten percent
7 (10%) of affordable housing, then the ten percent (10%) minimum in the
8 following or applicable DRI Increment shall be reduced proportionately.
9 In no event shall more than a cumulative total of ten percent (10%) of the
10 total number of housing units built in the project be required to be
11 affordable housing. Developer shall establish mechanisms, such as a land
12 trust, to ensure the affordability of such units into the future.
- 13 (2) “Affordable Rental Unit” and “Affordable Ownership Unit” shall be
14 defined in the implementation agreement defined below.
- 15 (3) All Affordable Units developed must be targeted to households earning
16 less than 120% of the County area median income (“Area Median
17 Income” or “AMI”) for the applicable metropolitan statistical area
18 (“MSA”), with adjustments for household size, as reported by the US
19 Department of Housing and Urban Development (“HUD”).
- 20 (4) For the purposes of this provision, a “household” consists of one or more
21 persons living as a single housekeeping unit, whether or not they are
22 related by blood, marriage, or otherwise.

- 1 (5) Household gross income shall be as determined by the applicable HUD
2 standards/guidelines. The applicable HUD standards/guidelines shall be
3 established in the affordable housing implementation agreement
4 referenced herein.

5 B. Other Conditions.

- 6 (1) Forty (40%) percent of all Affordable Units provided must be targeted to
7 households earning less than 80% of the Area Median Income (Low
8 Income units), with at least 10% of all Affordable Units targeted for
9 households under 50% of Area Median Income (Very Low Income units).
10 Very Low Income units shall be rental units, with no more than half of
11 those units age restricted.
- 12 (2) Sixty percent (60%) of all the Affordable Units provided must be targeted
13 to households earning greater than 80% (Moderate Income units), but not
14 in excess of 120% of the Area Median Income.
- 15 (3) Qualified owners or renters must reside in the Affordable Unit as their
16 primary residence.
- 17 (4) Developer will provide for the location of Affordable Units in any DRI
18 Increment of development involving the three Villages and the Town
19 Center as depicted on the Master Plan in close proximity to schools and/or
20 business uses. The Developer is not required to provide a specific
21 minimum number of Affordable Units in the Hamlet developments.
- 22 (5) The Affordable Units shall be situated so as not to be in less desirable
23 locations than the market rate units, and shall be no less accessible to the

1 common open spaces, public facilities, public transportation and
2 commercial goods and services than the market rate units. All Affordable
3 Units shall be visually compatible with any nearby market rate units and
4 shall be integrated throughout the development so that there is not a
5 substantial, contiguous concentration of such units in any one or few
6 places.

7 (6) The County commits that these Affordable Units shall be eligible for
8 whatever incentives and/or programs that it may establish after the actual
9 date of offering of said unit to the public by the Developer. The County
10 shall use its best efforts to continue to develop and maintain incentives and
11 programs specifically targeted at Affordable Units.

12 (7) The County may offer "Impact Fee Credits or Deferrals" to its Affordable
13 Housing buyers from time to time, and the County shall make these
14 programs available to all qualified buyers, builders, or developers that may
15 qualify for such credits or deferrals.

16 (8) The Developer, in its normal course of business, shall from time to time
17 transfer ownership of land and/or lots within the Community to builders or
18 other developers. It is understood that the subsequent owners of said land
19 and/or lots shall assume the same liability that the Developer has within
20 this agreement for Affordable Housing and shall similarly benefit from the
21 same commitments from the County as contained or addressed herein.

22 (9) All Affordable Units offered for sale in the Moderate and Low Income
23 categories shall be subject to a deed restriction that states that, if a sale

1 shall occur within twenty-five (25) years from the date of original
2 purchase, the resale price shall be limited to the initial sales price plus a
3 3% per year increase, any buyer's closing costs reflected in the contract,
4 and fifty percent (50%) of the verifiable value of any improvements made
5 to the unit prior to the sale. The implementation agreement described
6 below shall identify legitimate improvements and define the terms
7 "verifiable value" and "liens", as well as describe the mechanism(s) to
8 ensure sustainable affordability. There will be a lien recorded in the
9 Official Records of Charlotte County in favor of the County, which lien
10 shall be subordinated to the new primary lender upon verification of the
11 appropriate selling price for any applicable resale of the unit to a qualified
12 buyer. The master property owners association documents or other
13 recorded documents for the Community will require that the notice
14 language will be placed as an addendum to any and all contracts for the
15 resale of any qualified Affordable Units within the Community.

16 C. Incremental Review.

- 17 (1) Prior to the approval of the first Incremental development order,
18 Developer and County shall enter into an affordable housing
19 implementation agreement, approved by the County, which sets out all
20 procedures, standards, requirements, and identifies grant programs which
21 may be used to:

- 22 (a) monitor the effectiveness of this program;

1 (b) implement the program (e.g., administration, ownership, resale,
2 incentives, down payment grant programs, covenants in deeds,
3 liens, further defining household, etc.); and

4 (c) sustain affordability.

5 (2) Each AIDA shall report the number of Affordable Units allocated in any
6 previously approved Increment(s) and the number of such units proposed
7 in the AIDA.

8 **REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY**

1 **4. STORMWATER MANAGEMENT AND FLOOD PLAINS**

2 A. Representations and Commitments as Conditions.

3 (1) Silt fences or silt screens will be installed prior to land clearing to protect
4 water quality and to identify areas to be protected from clearing activities
5 and maintained for the duration of the project until all soil is stabilized.

6 (2) Floating turbidity barriers or other devices will be in place on flowing
7 systems or in open water lake edges prior to initiation of earthwork and
8 maintained for the duration of the project until all soil is stabilized.

9 (3) The installation of temporary erosion control barriers will be coordinated
10 with the construction of the permanent erosion control features to the
11 extent necessary to assure effective and continuous control of erosion and
12 water pollution throughout the life of the construction phase.

13 (4) Turbidity resulting from construction dewatering will be managed using
14 structural best management practices (BMPs) prior to discharge to
15 receiving waters. Structural BMPs may include, but are not limited to,
16 vegetated systems, detention systems (e.g., sedimentation basins),
17 geotextiles, and other methods. Turbidity and other pollutants from
18 construction dewatering on the Property will be reduced to meet the levels
19 required by applicable State Water Quality Standards and as required by
20 the National Pollutant Discharge Elimination System ("NPDES") general
21 permit for construction. Copies of any reports required by the NPDES
22 permit will be maintained at the appropriate construction site with a copy
23 being sent to the County Administrator or his or her designee.

- (5) Clearing and grubbing will be so scheduled and performed such that grading operations can follow thereafter. Grading operations will be so scheduled and performed that permanent erosion control features can follow thereafter if conditions on the project permit, and not beyond the time limits established in the NPDES general construction permit.
- (6) Exposed soils will be stabilized as soon as possible, especially slopes leading to wetlands. Stabilization methods include solid sod, seeding and mulching or hydromulching to provide a temporary or permanent grass cover.
- (7) Energy dissipaters (such as rip rap, gravel beds, hay bales) shall be installed at the discharge point of pipes or swales if scouring is observed.
- (8) Implementation of storm drain inlet protection (such as hay bales or gravel) to limit sedimentation within the stormwater system.
- (9) The allowable discharge in a 25 year 3-day design event will be limited to the South Florida Water Management District ("SFWMD") permit for the site.
- (10) The development within the FEMA floodplain will have finished floor elevations in each development pod which exceeds the 100 year 3-day design event for the adjacent water course as calculated by the backwater profile for the respective conveyance. Compensating storage will be provided to replace lost storage as part of the SFWMD permit requirements. The SFWMD standard of head loss in a 25-year 3-day design event will be met at each water crossing.

- (11) The proposed development will be designed such that the potential for offsite flooding of other private property will be mitigated. This will primarily be accomplished by maintaining the existing conveyances without additional control structures except for restoration efforts. Water management control will be accomplished primarily by structures off-line from these conveyances. Off-site discharges onto the property will be properly routed around and through the property to maintain or lessen off-site flooding.
- (12) Open stormwater ponds will be used for the primary volume attenuation and wet detention of water quality in accordance with Best Management Practices as outlined in the current Southwest Florida Basin Rule criteria of the SFWMD for water quality improvement.
- (13) On-site wetlands within the project may be incorporated into the stormwater management system. Those wetlands outside that system will continue to store and transmit water as they do today except where modifications are made to facilitate hydrologic restoration.
- (14) The stormwater treatment will include a backbone system consisting of wet detention areas and dry detention areas. Dry detention areas will not be used as the primary detention/retention component, but may be utilized in combination with wet detention/retention facilities. The stormwater treatment system will be designed in accordance with the current Southwest Florida Basin Rule Criteria of the SFWMD and will provide 50% more retention/detention water quality treatment above that required

1 by Section 5.2.1(a) of the SFWMD Basis of Review. Best Management
2 Practices will include reduced turf coverage, native landscaping, created
3 wetlands, filter marshes, phyto-zones, extended hydraulic residence times
4 and increased flow paths.

5 (15) The low edge of pavement for local roads to be at or above the peak stage
6 for the 5 year-1 day event. The arterials and collectors will have one lane
7 above the 25 year-3 day event peak stage. Parking lots will be at or above
8 the 5 year-1 day event. Minimum swale grades in urban and suburban
9 areas will have a minimum longitudinal slope of 0.2%. Ditches may have
10 flatter longitudinal slopes. The minimum longitudinal slope on roads with
11 curb and gutter will be 0.3%.

12 (16) The perimeter berm elevation will be 0.3 feet above the peak stage for the
13 25 year-3 day event and the 100 year-1 day event.

14 (17) The treatment system will provide equal or greater post development
15 storage volume for the 100 year-3 day event than provided by
16 predevelopment conditions.

17 (18) There will be no increase in stream stage elevation offsite, except as
18 permitted by the SFWMD.

19 (19) Finish floor elevations will be at least the 100 year-3 day event peak stage
20 plus 0.5 feet.

21 (20) An Urban Water Management Plan will be developed for the site as part
22 of the construction Environmental Resource Permit ("ERP") process and
23 will address the handling of waste from equestrian facilities on the site.

1 Water quality monitoring will be conducted pursuant to the Babcock
2 Ranch Community Development of Regional Impact Environmental
3 Methodology Supplement dated October 31, 2006.

4 B. Other Conditions.

- 5 (1) All internal stormwater management lakes and ditches, and any on-site
6 preserved/enhanced wetland areas, shall be set aside as recorded drainage
7 and/or conservation easements granted to the SFWMD, or other
8 appropriate governmental entity with a compliance monitoring staff.
9 Stormwater lakes shall include adequate maintenance easements around
10 the lakes, with access to a paved roadway, as required by the appropriate
11 governmental entity.
- 12 (2) Any silt barriers and any anchor soil, as well as accumulated silt, shall be
13 removed upon completion of construction. Either the Developer or the
14 entities responsible for the specific construction activities requiring these
15 measures shall assume responsibility for having them removed upon
16 completion of construction.
- 17 (3) Any shoreline banks created along the on-site stormwater management
18 system shall include littoral zones constructed on slopes consistent with
19 SFWMD, Florida Department of Environmental Protection ("FDEP"), and
20 Charlotte County requirements and shall be planted in native emergent or
21 submergent aquatic vegetation. The Developer shall ensure, by
22 supplemental replanting as necessary, that at least 80% cover by native

1 aquatic vegetation is established within the littoral zone planting areas for
2 the duration of the project.

3 (4) The Developer shall conduct annual inspections in accordance with the
4 conditions of the approved SFWMD ERP, of the Babcock Charlotte
5 Master Stormwater Management System and any preserved/enhanced
6 wetland areas on the project site so as to ensure that these areas are
7 maintained in keeping with the final approved designs, and that the water
8 management system is capable of accomplishing the level of stormwater
9 storage and treatment for which it was intended.

10 (5) The Developer shall undertake a regularly scheduled vacuum sweeping of
11 all common streets and parking areas within the Town Center and the non-
12 residential areas of the Villages. The Developer shall encourage any
13 private parcel owners within the Town Center and the non-residential
14 areas of the Villages to institute regularly scheduled vacuum sweeping of
15 their respective parking areas.

16 (6) Design considerations will be given to ditch and swale slopes, where
17 practicable, so that these facilities provide some additional water quality
18 treatment prior to discharge. Treatment swales shall be planted with
19 vegetation as reviewed and approved during the ERP approval process,
20 and where practicable, landscape islands shall accommodate the detention
21 of runoff. Design consideration will be given to the use of pervious
22 construction materials for the surfaces of trails, walkways, and non-
23 vehicular travel ways.

- 1 (7) Any debris that may accumulate in project lakes, ditches or swales, or
2 which may interfere with the normal flow of water through discharge
3 structures and under drain systems, shall be cleaned from the
4 detention/retention areas on a regular basis. Any erosion to banks shall be
5 repaired.
- 6 (8) Grease baffles shall be inspected and cleaned and/or repaired on a regular
7 basis. In no instance shall the period between such inspections exceed
8 eighteen months.
- 9 (9) Isolated wading bird “pools” shall be constructed to provide aquatic
10 habitat for mosquito larvae predators, such as *Gambusia affinis*, and
11 foraging areas for wading bird species, such as wood stork, consistent with
12 SFWMD, FDEP, and County requirements.
- 13 (10) The open drainage system will be designated to provide additional water
14 quality treatment prior to discharge. Design elements may include
15 rainwater gardens, treatment swales planted with native vegetation, and
16 entrainment systems. These will be reviewed and approved during the
17 ERP approval process.
- 18 (11) Stormwater runoff should be minimized through a variety of techniques
19 that may include rainwater gardens, bottomless planter boxes, green roofs
20 and pervious surfaces, as well as rainwater harvesting techniques that may
21 include cisterns and rain barrels.

- 1 (12) Landscape irrigation will be provided first through the use of reuse water,
2 where reasonably available, and surface water from lakes. Ground water
3 will be used to replace the surface water withdrawn for irrigation water.
- 4 (13) The master stormwater management system will be maintained by District
5 or master property owners association established by covenants and
6 restrictions on the Property.
- 7 (14) The applicant has agreed to do a new hydrologic model of the project area
8 to determine predevelopment flow rates for use in current and future
9 permitting. When this work is complete it will be submitted to SFWMD
10 for review, amendment if needed, and approval. The SFWMD approved
11 predevelopment flow rates will be used in future AIDA submissions.
- 12 (15) Developer has applied to the SFWMD for a conceptual ERP, Application
13 Number 070330-5, in accordance with its jurisdiction over such matters
14 and the Property. Upon issuance, Developer will follow the authorizations
15 and permit conditions, which will be a separate and enforceable legal
16 document in accordance with its terms. Compliance with this permit, as it
17 may be amended from time to time, will address mitigation of certain
18 impacts of the Babcock Charlotte development. Such permit will be
19 issued under the authority of an agency other than County and, therefore,
20 shall be subject to enforcement by the issuing agency. County will assist
21 said agency, if requested, in monitoring Developer's compliance with the
22 conditions of said permit. Developers' successors-in-interest and assigns
23 are hereby placed on notice of this permit application and its potential

1 application to development which they may propose to undertake within
2 Babcock Charlotte.

3 (16) Developer has applied to the United States Army Corps of Engineers,
4 Application Number SAJ-2006-6656, in accordance with its jurisdiction
5 over such matters and the Property. Upon issuance, Developer will follow
6 the authorizations and permit conditions, which will be a separate and
7 enforceable legal document in accordance with its terms. Compliance with
8 this permit, as it may be amended from time to time, will address
9 mitigation of certain impacts of the Babcock Charlotte development. Such
10 permit will be issued under the authority of an agency other than County
11 and, therefore, shall be subject to enforcement by the issuing agency.
12 County will assist said agency, if requested, in monitoring Developer's
13 compliance with the conditions of said permit. Developers' successors-in-
14 interest and assigns are hereby placed on notice of this permit application
15 and its potential application to development which they may propose to
16 undertake within Babcock Charlotte

17 (17) As part of any AIDA phase that will discharge to Owl Creek, Trout Creek,
18 and /or Telegraph Creek, 100 year three-day storm event calculations will
19 be provided for two items. The two items are: the setting of finished floor
20 elevation and the determination that the peak volume stored in the pre-
21 development condition is equal or exceeded by that stored in the post
22 development condition. This information will be made available to the
23 general public.

- 1 (18) The Developer shall reduce the introduction of fill material outside
2 approved development pods into the 100 year flood plain where practical.
3 Structures outside approved development pods, but built in the 100 year
4 flood plain, will be built as elevated structures and not as monolithic slabs
5 on fill soil.

6 C. Incremental Review.

- 7 (1) Subsection A and B above in this provision 4 (Stormwater Management)
8 constitute the “Stormwater Plan” for Babcock Charlotte.
- 9 (2) The Incremental review will address compliance of the Increment with the
10 Stormwater Plan and any changes to the adopted floodplain maps.
- 11 (3) The Incremental review will include an assessment of any pertinent
12 information developed pursuant to a condition of the Master DRI
13 development order which has been developed since the Master
14 development order was issued in order to determine if that new
15 information shows that a change in the Stormwater Plan is needed in order
16 to provide the same level of protection, remediation, or mitigation that is
17 contemplated in the Master DRI Development order.

18 **REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY**

1 **5. TRANSPORTATION**

2 A. Representations and Commitments as Conditions – No relevant provisions

3 B. Conditions for Development Approval.

4 (1) Master Traffic Study

5 (a) The Developer's AMDA Master Traffic Study is the analysis of
6 the buildout of the Development Program and the horizon year
7 traffic conditions in year 2030. It is a guide to the roadway
8 network and improvements anticipated to be needed to support all
9 area development including the Babcock Ranch Community
10 Development Program by the year 2030 and is intended for use
11 only with the Babcock Charlotte Development Program. As a long
12 range "snapshot" of horizon year conditions, it is anticipated that
13 the mobility network and area growth will change and be revised
14 as the Babcock Ranch Community develops. The Developer's
15 travel model used for the Master Traffic Study is adequate for this
16 "snapshot" purpose. Further validation adjustments of the
17 Developer's Master Traffic Study travel model are required prior
18 to submittal of the Traffic study for the first Increment as set forth
19 in Condition B.(2)(d) below.

20 (b) The Charlotte County Babcock Ranch Overlay District (the
21 BROD), Policy 2.5.16.5, recognizes that the BROD is a "smart
22 growth" community and specifies that the "internal capture rate
23 (ICR)" for the Babcock Ranch Community shall be maximized,

1 with a targeted internal capture rate of between 50% - 70%. The
2 Developer's AMDA Master Traffic Study reflects the mixed-use
3 character of the Community and consequently maximizes the
4 "internal capture" elements, resulting in a trip capture rate for the
5 buildout of the Babcock Ranch Community of 55% on a peak hour
6 basis. The 2030 roadway network and candidate roadway
7 improvements resulting from the AMDA Master Traffic Study
8 based on that trip capture rate for the Babcock component are set
9 forth in Exhibit F attached hereto and made a part hereof by
10 reference. Exhibit F also identifies, under 2030 conditions and the
11 55% ICR, those regionally and locally significant road segments
12 that are projected to be significantly impacted by the Babcock
13 Ranch Community and for which a service deficiency is also
14 projected ("Impacted Segments"). It also identifies the
15 improvements which may need to be made by 2030 under the 55%
16 ICR to the Impacted Segments to mitigate Babcock's traffic
17 impacts in order to maintain the adopted level of service (LOS)
18 standards.

- 19 (c) A supplemental traffic study was also prepared by the Developer at
20 the request of review agencies to identify the potential 2030
21 roadway network and candidate roadway improvements resulting
22 from the Master DRI Traffic Study based on the initial internal
23 capture rate of 22%, ("Supplemental Master Study"). The

1 roadway network and candidate roadway improvements resulting
2 from the Supplemental Master Study based on that trip capture
3 rate also are set forth in Exhibit F attached hereto and made a part
4 hereof by reference. Exhibit F also identifies, under those 2030
5 conditions, the same information for the 22% ICR scenario as for
6 the 55% ICR scenario, including those regionally and locally
7 significant road segments that are projected to be significantly
8 impacted by the Babcock Ranch Community and for which a
9 service deficiency is also projected ("Impacted Segments") and the
10 improvements which may need to be made by 2030 to the
11 Impacted Segments under a 22% ICR to mitigate Babcock's traffic
12 impacts in order to maintain the adopted level of service (LOS)
13 standards. The road network presented in Exhibit F is a 2030
14 horizon year projection that will be updated periodically as set
15 forth below in Condition B.(2) to reflect changing conditions in the
16 area.

- 17 (d) The significant impacts, roadway network, and roadway
18 improvements identified in Exhibit F hereto are provided for
19 comparison purposes between the two internal capture rate
20 scenarios described above. As specified under Conditions
21 B.(2)(a), (2)(b), (2)(c), and (2)(d) below, as data from the annual
22 traffic monitoring program becomes available, as specified under
23 Conditions B.(3)(a) and (3)(b) below, this data will be incorporated

1 into the Master Traffic Study Updates as described in Condition
2 B.(2) below. Exhibit F will then be re-evaluated and revised as
3 specified in Condition B.(2) below.

- 4 (e) For purposes of the First Increment, the 22% ICR portions of
5 Exhibit "F" will control the measurement of significant impact for
6 the Incremental DRI traffic studies. Future Increments will use a
7 revised Exhibit "F" as re-evaluated either under Condition B.(2)(a)
8 or B.(2)(b), as applicable.

9 (2) Master Traffic Study Updates

- 10 (a) (1) An update of the AMDA Master Traffic Study will be
11 undertaken and submitted to Charlotte County, FDOT, DCA, and
12 the SWFRPC within twelve (12) months from the date that the
13 FDOT Regional Travel Demand Model based on the existing plus
14 committed ("E+C") network that covers Lee, Charlotte, Hendry,
15 DeSoto and Glades Counties, has been validated by the FDOT,
16 which shall also obtain acceptance of the model by the Lee County
17 and Charlotte County, and has been approved in writing by FDOT
18 for use in the AMDA Master Traffic Study Update and subsequent
19 AIDA traffic assessments. The Master Traffic Study Update will
20 result in a Revised Exhibit F, based upon the ICR determined
21 pursuant to paragraph B(2)(a). A transportation methodology
22 meeting will be held with Charlotte County, Lee County, the
23 SWFRPC, the Florida Department of Transportation ("FDOT"),

1 and the Florida Department of Community Affairs ("DCA") prior
2 to the conduct of this update of the Master Traffic Study.

3 (2) a. This update of the Master Traffic Study will include
4 a reassessment of the internal capture and external trips consistent
5 with paragraph B(2)(a) above. Trip Generation, the ITE Trip
6 Generation Handbook, and the FDOT Site Impact Handbook, and
7 the FDOT regional travel demand model, as it may be adjusted
8 pursuant to professionally accepted techniques applicable to
9 communities of the size, location, mix of uses, and design of
10 Babcock or other travel demand modeling techniques and data that
11 reflect the size, location, mix of uses, and "smart growth" design of
12 the project.

13 b. Due to its size and mix of uses, the Babcock Ranch
14 Community will be divided into a number of traffic analysis zones
15 (TAZs) and tracts, which are combinations of TAZs. The size,
16 location and number of TAZs will be determined by the
17 Developer. There shall be no minimum or maximum number of
18 TAZs or tracts.

19 c. Until such time that the use of a regional travel
20 demand model is accepted by the FDOT for estimating trip capture
21 within a large scale community like the Babcock Ranch
22 Community, the community capture and external trips for the

1 Babcock Ranch Community will be estimated using the following
2 procedures.

3 (i) The total new trips generated by the Babcock Ranch
4 Community development as identified in the Master
5 Traffic Study and based on accepted standard
6 methods of calculation will be reduced as identified
7 in the sections below.

8 (ii) There are standard mixed land uses (residential,
9 office, retail) for the mixed use development
10 concepts of the ITE Trip Generation Handbook
11 "Mixed Use Development". For those standard
12 land uses, and using the tract as a single TAZ,
13 calculate, using the methods of the ITE Trip
14 Generation Handbook "Mixed Use Development",
15 the internal capture within the tract.

16 (iii) For each non-standard land use (those land uses not
17 included in the ITE Trip Generation Handbook
18 methodology) within each tract, create a separate
19 TAZ for each non-standard land use. Using the
20 regional travel demand model, applicable at that
21 time, determine the trip capture for those non-
22 standard land uses within the subject tract.

1 (iv) Using the regional travel demand model, applicable
2 at that time, determine the trip capture between the
3 individual tracts within the Babcock Ranch
4 Community.

5 (v) Estimate the number of pass-by trips consistent with
6 the then most recent editions of the ITE Trip
7 Generation Handbook, and the FDOT Site Impact
8 Handbook. Only those retail uses which are
9 adjacent to the primary public roadways will be
10 eligible for external pass-by trips. Retail that is not
11 adjacent, whether contained internally or
12 substantially set back without direct access to the
13 major public roadways will not be eligible for pass-
14 by trips.

15 (vi) The remaining net new trips are external to the
16 Babcock Ranch Community and will be assigned to
17 the regional roadway network by the regional travel
18 demand model, applicable at that time.

19 (b) (1) Due to the long term buildout of the Project (over 20 years)
20 and potentially changing conditions in the study area, a periodic
21 update of the AMDA Master Traffic Study is required. The initial
22 update shall be conducted and submitted no later than five (5)
23 years starting with the issuance of this Development Order. The

1 Developer may update the Master Traffic Study at any time during
2 that five (5) year period. Additional updates shall be conducted
3 and submitted no later than five (5) years after the most recent
4 previous update. If the FDOT Regional Travel Demand Model is
5 not available at the time an update is undertaken, then the Master
6 Traffic Study may be updated using the travel demand model used
7 in the original Master Traffic Study as further validated pursuant to
8 Condition B(2)(d). Each updated Master Traffic Study will be a
9 complete update similar to the original Master Traffic Study and
10 will result in a Revised Exhibit F. A transportation methodology
11 meeting will be held with Charlotte County, Lee County, the
12 SWFRPC, FDOT and DCA prior to the conduct of each Master
13 Traffic Study Update.

14 (2) This update of the Master Traffic Study will include
15 a reassessment of the internal capture and external
16 trips consistent with paragraph B(2)(a) above.

17 (c) It is anticipated that the first Increment (AIDA), and perhaps other
18 Incremental AIDAs, will be filed for review and approval prior to
19 any required update of the Master Traffic Study. The Master
20 Traffic Study will not be required to be updated coincident with
21 the first AIDA. If the FDOT Regional Travel Demand Model, as
22 described above in Condition B.(2)(a), is not available for use by
23 Babcock prior to the transportation methodology meeting for the

1 second Increment, or any subsequent Increments, then the travel
2 demand model used in the original Master Traffic Study as may be
3 adjusted per Condition B.(2)(d) below, will be used for the second
4 and any such subsequent Incremental traffic studies and will be
5 used to update the Master Traffic Study under the conditions set
6 forth in Condition B.(2)(a) above and will result in a revised
7 Exhibit "F".

8 (d) The first Increment or Increments (AIDAs) will use the regional
9 travel demand model used for the original AMDA Master Traffic
10 Study with adjustments made to the model to achieve daily
11 volumes within approximately 20% of those volumes projected by
12 the applicable county's MPO 2010 travel demand model for the
13 screenlines and corridor cutlines identified in the transportation
14 methodology meeting within a forty (40) mile radius around the
15 center of the Babcock project. Subsequent Increments will use the
16 FDOT Regional Travel Demand Model provided that the
17 conditions set forth in Condition B.(2)(a) above have been met.

18 (3) Biennial Monitoring Program

19 On a biennial basis, the Developer shall submit a DRI traffic monitoring
20 report to the following entities: County, FDOT, DCA, Lee County, and the
21 SWFRPC. The first monitoring report shall be submitted two (2) years
22 after the recorded date of the approval of the first AIDA Development
23 Order, unless no buildings have been physically occupied by a permanent

1 user. Once a building in Babcock is occupied by a permanent user the
2 biennial traffic monitoring requirement will commence. For the purposes
3 of growth management the Biennial Monitoring will monitor the external
4 trips generated by occupied uses in Babcock. The traffic monitoring
5 program must include the following.

- 6 (a) 2-hour AM peak hour and 4-hour PM peak hour turning movement
7 counts and 72-hour machine traffic counts at the Babcock Ranch
8 Community's access points onto the external public road network
9 external to the Property; the 72 hour traffic counts will be derived
10 from the permanent traffic counters installed at Babcock's
11 ingress/egress points as described in Condition B.(7) below.
- 12 (b) A comparison of the field-measured Project external trips to the
13 Project's external trips estimated in the AMDA and the
14 Incremental traffic study.
- 15 (c) The level of service of all access points between the Project and
16 the external road network.
- 17 (d) A summary of construction and development activities to date,
18 using the categories of the Master Development Program.
- 19 (e) An estimate of the level of development expected to be added by
20 the Project for the forthcoming year.
- 21 (f) The status of the mobility improvements required by any prior
22 Incremental development program.

1 (g) The status of mobility improvements identified as committed in the
2 Master Traffic Study or Incremental traffic studies.

3 (h) An estimate of the construction traffic at the Project's access points
4 onto the public roadway network external to the Property.

5 (4) The Developer shall promote efficient pedestrian and bicycle movement
6 within and between the development's components and to adjacent
7 properties. The Developer shall link the uses and subdivisions, hamlets,
8 town centers and free standing facilities through a series of sidewalks, bike
9 paths, walking trails and internal roadways of various functional
10 classifications. The Developer shall promote transit service through the
11 inclusion of bus stops or other appropriate transit access points in site
12 design, consistent with the Charlotte County and Lee County
13 Comprehensive Plans and transit plans, if any. The location of bus stops
14 and transit access points shall be planned and integrated with the Babcock
15 Ranch Community bicycle and pedestrian plan.

16 (5) Within twelve (12) months from the date of the Master DRI Development
17 Order, the Developer shall prepare and submit to Charlotte County a
18 transit feasibility study for possible transit service within the Babcock
19 Ranch Community. The transit feasibility study shall evaluate the
20 feasibility of an internal tram or trolley system to link the villages,
21 hamlets, and town center and other uses and to provide a linkage to the
22 external road network. The feasibility study will evaluate, among other
23 things, the timing of the implementation of the system, system routing,

1 vehicle type, headways, funding sources, and capital and operating costs.

2 If the study determines that such a system is economically viable,
3 Developer will implement the system.

4 (6) The Developer shall prepare a transit feasibility study of providing public
5 transportation to and from Babcock. The transit feasibility study will
6 evaluate, among other things, the feasibility of providing public
7 transportation, timing of the implementation of the system, system routing,
8 vehicle type, headways, funding sources, and capital and operating costs.
9 In an effort to insure sufficient population to support this type of transit
10 service, the Developer shall coordinate the initiation of this study with
11 transit representatives from Charlotte County, Lee County, and the FDOT.
12 The Babcock development will be credited with an appropriate reduction
13 in net external trips for the implementation of such a public transit
14 component. The cost of the study may be credited against Developer's
15 proportionate share mitigation.

16 (7) The Developer shall install permanent traffic count stations at all Babcock
17 Ranch Community ingress/egress points on the external road network and
18 at the Charlotte County lines on SR31. The equipment will be turned over
19 to Charlotte County and the County will own and maintain the permanent
20 count station equipment. The cost of the permanent count station
21 equipment will be credited against the DRI's traffic mitigation obligation.
22 Data from the count stations shall be made available in a digital format on

1 a periodic schedule agreed to by County and Developer and without any
2 cost, to Developer.

- 3 (8) Developer shall provide sufficient queuing lanes and turn lanes along State
4 Road #31 to manage construction traffic in a manner which does not cause
5 substantial delays to other traffic on State Road #31. County and FDOT
6 shall review and approve, the timing of said improvements (which are to
7 be in place concurrent with construction traffic), the locations, dimensions,
8 and configurations in accordance with County and FDOT standards of said
9 construction traffic queuing and turn lanes.

10 C. Incremental Review.

11 (1) Incremental Review Analyses.

12 Development within the Babcock Ranch Community, as identified in the AMDA,
13 will undergo a traffic review through an incremental process with traffic studies
14 prepared for each Increment. A transportation methodology meeting will be held
15 with County, FDOT, DCA, and the SWFRPC prior to initiating this study. This
16 will allow the study to address specific issues that may be related to any particular
17 Increment. Each Incremental Traffic Study will establish the trip capture rate for
18 that Increment consistent with Condition B.(2) which will determine the
19 maximum number of PM peak hour trips external to the Property for that
20 Incremental development program. Professionally accepted techniques and data,
21 including FDOT's Site Impact Handbook and the current Subdivision Traffic
22 Study Guidelines for Charlotte County may be considered in establishing the
23 methodologies for the Incremental studies.

1 As a part of this effort, a traffic study will be prepared in support of that
2 Increment. The Project's trip capture rate, estimated number of external PM peak
3 hour trips, traffic impacts, proportionate share of needed improvements,
4 pipelining of the proportionate share, and mitigation will be established for each
5 Increment. A traffic study will be prepared for each Incremental level of
6 development. The traffic study in support of each Increment will estimate the
7 trips external to the Property for that Incremental development program and may
8 include the following.

9 (a) Road segment evaluation of those external road segments
10 significantly impacted by the Incremental development program
11 for the AMDA significant impact area per the 22% ICR portions of
12 Exhibit "F" until such time as Exhibit "F" is amended.

13 (b) Intersection evaluations of those external intersections significantly
14 impacted by the Incremental development program.

15 (c) Identification of roadway and intersection improvements needed to
16 support that level of development and all area growth coincident
17 with buildout of that Incremental development program at the
18 Babcock Ranch Community for the AMDA significant impact area
19 per the 22% ICR portions of Exhibit "F" hereto until such time as
20 Exhibit "F" hereto is amended.

21 (d) Identification of the Project's proportionate share of those needed
22 roadway and intersection improvements. Proportionate share
23 mitigation shall be limited to insure that if Babcock meets the

1 requirements of Section 163.3180(12), F.S., it shall not be
2 responsible for the additional cost of reducing or eliminating
3 backlogs. The project's proportionate share shall be directed (i.e.
4 "pipelined") to one or more mobility improvements that benefit a
5 regionally significant transportation facility. The funding of one or
6 more required mobility improvements that will benefit a regionally
7 significant transportation facility consistent with Section
8 163.3180(12), F.S., satisfies concurrency requirements as
9 mitigation of Babcock's impact upon the overall transportation
10 system even if there remains a failure of concurrency on other
11 impacted facilities

- 12 (e) Identification of the Project's traffic mitigation conditions to
13 address its proportionate share of needed mobility improvements
14 and any pipelining of that proportionate share, but not including
15 mitigation for backlogged conditions. Mitigation for impacts to
16 facilities on the State Strategic Intermodel System shall be made
17 after consultation with FDOT. Traffic mitigation conditions would
18 include, but not be limited to, commitments to construct or pay for
19 certain mobility improvements, provision of right-of-way,
20 provision of design plans in support of improvements, cash
21 payments to the County or applicable maintenance agency and/or
22 combinations of the above, and a mitigation payment schedule.

1 (f) Each Increment will constitute a separate DRI, and each
2 subsequent Incremental traffic study will include the previously
3 evaluated and mitigated Increment as background traffic consistent
4 with Section 380.0651, F.S., and 9J-2.045, F.A.C. Phases of an
5 Increment that alone do not constitute a DRI will be aggregated
6 with previous or subsequent phases and analyzed cumulatively as a
7 DRI.

8 (g) An accounting system will be established so that if the field
9 measured external trips at the end of the particular Increment are
10 less than previously estimated for that Increment, the Developer
11 would be entitled to credits which can be used by the Developer,
12 sold to other parties or carried over to the next Increment.
13 Alternatively, if the actual traffic for that particular Increment is
14 greater than previously estimated, then the Developer will be
15 required to mitigate those additional traffic impacts as part of the
16 then under review Increment.

17 (h) The development approved in each Increment will be vested for
18 traffic concurrency purposes through the scheduled payment of its
19 mitigation requirements (proportionate share) for mobility
20 improvements. The payment schedule and the details of that
21 payment schedule must be established in an enforceable agreement
22 with the County or the applicable maintenance agency.

1 (i) As provided in the AMDA Agreement, an Incremental traffic study
2 may consider relevant information from previously approved
3 studies or Increments, but no Incremental review will result in a
4 requirement to revise any element or requirement of a previously
5 approved Increment other than the provision in item C.(g) above.

6 (2) Planned Development, Site Plan and Subdivision Plan Approval Within
7 An Increment

8 Planned development, site plan, and subdivision plan approvals within an
9 Increment will be evaluated for consistency with the Incremental traffic study as
10 set forth below.

11 (a) Review the requested approval to verify that the development
12 parameters of the requested approval, when combined with the
13 parameters of any other requested approval already reviewed and
14 approved within the Increment and reflective of any land use
15 conversions, are consistent with the level of development
16 evaluated during the Incremental traffic study.

17 (b) Review of the requested approval to verify that the projected
18 external trips of the requested approval, when combined with the
19 estimated external trips of any other requested approval already
20 reviewed and approved within the Increment and reflective of any
21 land use conversions, does not exceed the external trips evaluated
22 during the Incremental traffic study.

1 (c) Review of the requested approval's access points onto the public
2 roadway network external to the Property to determine if: 1) the
3 proposed access points are consistent with the access established in
4 the Master AMDA, AIDA, and/or public access management
5 standards; 2) the access point intersection will operate at
6 acceptable levels of service coincident with the buildout of the
7 requested approval; 3) identify needed improvements, including
8 signalization, at the access point intersections to maintain
9 acceptable levels of service; and 4) identify the estimated turn lane
10 storage lengths for the needed turn lanes at the access point
11 intersections.

12 (3) The Developer may, at its sole discretion, determine the size, boundaries,
13 land uses, timing, and termination of each Increment. The Developer may
14 file one or more AIDA's for concurrent, overlapping, or sequential
15 increments. Provided, however, the entire project as reflected in this
16 Master DRI development order may not be submitted in only one
17 increment, and any one filing of one or more AIDA's will not include
18 cumulatively among the filing more than fifty percent (50%) of the entire
19 Master DRI Development Program.

20 (4)

21 (a) The Developer's proportionate share obligation, as established per
22 each Increment, shall be directed or pipelined, pursuant to section
23 163.3180(12), Florida Statutes, to one or more required mobility

1 improvements which may or may not be a part of the AMDA
2 roadway network, which benefit a regionally significant
3 transportation facility and which can be funded by the Developer's
4 proportionate share. The funding of one or more required mobility
5 improvements that will benefit a regionally significant
6 transportation facility consistent with Section 163.3180(12). F.S.,
7 satisfies concurrency requirements as a mitigation of Babcock's
8 impact upon the overall transportation system even if there remains
9 a failure of concurrency on other impacted facilities.

- 10 (b) The Developer may also utilize proportionate fair-share mitigation,
11 consistent with Section 163.3180(16), which may be directed
12 toward one or more specific transportation improvements
13 reasonably related to the mobility demands created by the
14 development and such improvements may address one or more
15 modes of travel. Proportionate fair-share mitigation shall be
16 limited to ensure that a development meeting the requirements of
17 Section 163.3180(16), Florida Statutes, mitigates its impact on the
18 transportation system but is not responsible for the additional cost
19 of reducing or eliminating backlogs. The funding of any
20 improvements that significantly benefit the impacted transportation
21 system satisfies concurrency requirements as a mitigation of the
22 development's impact upon the overall transportation system even

1 if there remains a failure of concurrency on other impacted
2 facilities.

- 3 (5) In addition to, or in the alternative to the pipelining described in
4 provisions C(1)(d) and C(4)(a) above, the developer may also mitigate its
5 traffic impacts pursuant to Rule 9J-2.045, F.A.C.

6 (6) Incremental Biennial Monitoring Controls

- 7 (a) If the biennial traffic monitoring report for any two year period
8 reveals that the Project's field measured external trips generated by
9 occupied land uses is 80% or more of the maximum number of
10 external PM peak hour trips for the completed Increment(s) and the
11 approved, but uncompleted, Increments and the occupied land uses
12 are less than 50% of the development program approved for
13 approved, but uncompleted, Increment(s), the Developer shall,
14 within 90 days of the date of the biennial traffic monitoring report,
15 meet with Charlotte County Public Works to determine if the most
16 recently approved Incremental traffic study must be updated. If an
17 updated traffic study is required, then an updated list of
18 significantly and adversely impacted road segments and
19 corresponding adjustments in the Increment's proportionate share
20 which are needed to complete the most recently approved
21 Increment will be identified in that updated study.
- 22 (b) If the biennial traffic monitoring report for any two year period
23 reveals that the Project's field measured external trips generated by

1 occupied land uses exceed the maximum number of external PM
2 peak hour trips for the completed Increment(s) and the approved,
3 but uncompleted, Increment(s), the most recently approved
4 Incremental traffic study will be updated within 120 days of the
5 date of the biennial traffic monitoring report. For that most
6 recently approved Increment, this may result in an updated list of
7 significantly and adversely impacted road segments and a
8 corresponding adjustment in the Increment's proportionate share
9 with the additional proportionate share being directed to one or
10 more mobility improvements as set in Condition C.(4).

11 (c) Alternatively, if the Project's field measured external trips exceed
12 the maximum number of external PM peak hour trips for the
13 completed Increment(s) and the approved, but uncompleted,
14 Increment(s), the Developer may declare the most recently
15 approved Increment to be complete in terms of external trips and
16 development program and may submit a new AIDA and
17 Incremental traffic study which may include land area not used in
18 the Increment deemed complete.

19 (d) If the biennial traffic monitoring report reveals that the Project's
20 field measured external trips generated by occupied land uses
21 exceeds the maximum number of trips from the completed
22 Incremental and the approved, but uncompleted, Incremental
23 development program(s) by the thresholds identified in Section

1 380.06(19), Florida Statutes, then the provisions regarding
2 substantial deviations will take effect.

3 (e) If, at the buildout or completion of an Increment, the measured
4 external trips are less than the maximum number of external trips
5 established for the Increment, then the difference in the
6 proportionate share represented by the difference in those external
7 trips will be credited against the proportionate share projected to be
8 produced by the next subsequent Increment(s).

9 (f) Every two years, the results of the traffic monitoring report will be
10 compiled with the results of the previous reports. The data from
11 these monitoring reports will be used with respect to the applicable
12 components of the development program prepared for the next
13 Increment, as well as the updates of the Master Traffic Study.

14 (g) Under Conditions C.(6)(a), (b), and (d) above, development
15 (including but not limited to: planned development, site plan, and
16 sub-division approvals; building permits; construction; and
17 certificates of occupancy) pursuant to Incremental approvals will
18 not be suspended while the traffic study updates and any
19 adjustments required by those provisions are being finalized.

20 (7) Notice of Lee Road Agreement.

21 Developer and Lee County entered into the Babcock Ranch Community Road
22 Planning Agreement Regarding The Charlotte County Babcock Ranch Overlay
23 District Amendment on May 23, 2006 ("Lee Road Agreement"). The Lee Road

1 Agreement relates to the mitigation of impacts from Babcock Charlotte on Lee
2 County roads. The Lee Road Agreement sets forth various obligations of the
3 parties to the Lee Road Agreement, and is enforceable by its own terms and not
4 pursuant to this Development Order. Developer's successors-in-interest and
5 assigns are hereby placed on notice of the Lee Road Agreement and its potential
6 application to development which they may propose to undertake within Babcock
7 Charlotte. A copy of said Agreement shall be made available by Developer upon
8 request of such successors-in-interest and assigns, and a copy shall be on file with
9 the Clerk of the Charlotte County Commission.

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1 **6. VEGETATION, WILDLIFE, AND WETLANDS**

2 A. Representations and Commitments as Conditions.

3 (1) The exotic pest plant impacted areas, and native plant communities
4 (approximately 5000 acres) will be managed and incorporated into the
5 final preservation areas and consolidated north-south flow-ways and east-
6 west greenways.

7 (2) The upland preserve/conservation areas and the wetland preserves will
8 have management that optimizes the value and function of these areas of
9 native habitat.

10 (3) There will be an average 100-foot setback from the State Preserve and an
11 average 50-foot setback adjacent to wetlands.

12 (4) Internal roadways will be used to inter-connect separate development pods
13 and will be constructed with wildlife crossings in areas where they cross
14 wildlife corridors. The designs, sizes, and locations of these crossings will
15 be coordinated with County and coordinated and approved by staff from
16 the Florida Fish and Wildlife Conservation Commission (FWC) and the
17 US Fish and Wildlife Service. Internal roadways may be constructed
18 across and through primary flow-ways, as long as the hydrological and
19 wildlife corridor functions are maintained through the crossings. The
20 number of such roadways, not including pedestrian boardwalks and bike,
21 electronic cart, hiking, and equestrian trails (paved or otherwise), shall be
22 the minimum necessary for safe and efficient public accessibility between
23 development pods.

- 1 (5) Roadway layouts in the wildlife corridors will be designed to reduce
2 traffic speeds and minimize the risk of vehicle/wildlife collisions. Traffic
3 calming devices will be employed where appropriate, but will not serve as
4 a substitute for wildlife under crossings or over crossings.
- 5 (6) Littoral shelves will be constructed within lake systems and will provide
6 additional foraging areas for wildlife. Littoral shelves will be provided
7 along a minimum of ten percent (10%) of the length of the shoreline of
8 each such lake. Littoral shelves will be designed to mimic the functions of
9 natural systems by establishing shorelines that are sinuous in configuration
10 in order to provide increased length and diversity of the littoral zone.
11 Where appropriate, specific littoral shelf planting areas will be established
12 to provide feeding areas for water dependent avian species. Developer
13 will ensure that recorded restrictions on the Property prohibit the removal
14 of littoral shelf plants, unless replaced with similar plants.
- 15 (7) Site lighting standards will be modeled after the International Dark-Sky
16 Association standards. Street lighting will use mechanisms to reduce light
17 pollution such as full shield cut-offs to prohibit light from shining upward,
18 low intensity lighting and other acceptable techniques. Greenways,
19 conservation areas and undeveloped areas bordering these areas where
20 there are unpaved trails will be unlit, or lit to the extent necessary for
21 safety reasons only during periods of designated use.
- 22 (8) Golf courses will be designed to comply with the goals of the Audubon
23 International Signature Program – Silver Level certification program, with

1 best management practices developed by the Florida Department of
2 Environmental Protection under Section 403.067, F.S. (2005), or with
3 other equivalent certification programs or equivalent best management
4 practices.

- 5 (9) During the construction process, appropriate measures will be taken to
6 minimize impacts to preserved wetlands and to water quality. Wetland
7 and upland buffer areas to be preserved will be clearly marked in the field
8 to avoid damage of and intrusion into protected areas. Appropriate
9 construction Best Management Practices will be employed. Prior to
10 commencement of construction near preserved wetlands, including
11 proposed water control structures, erosion control devices will be installed
12 to control and reduce soil erosion, sediment transport and turbidity. Such
13 devices (e.g., silt fencing, temporary sediment traps, impoundment areas
14 to control excessive discharges, etc.) will remain in place throughout the
15 duration of construction in an area until construction zones and
16 surrounding areas are stabilized.

- 17 (10) Erosion control methods/devices used during construction will generally
18 conform with applicable standards set forth in FDER's "The Florida
19 Development Manual: A Guide to Sound Land and Water Management,"
20 Sections 6-301 through 6-500 of Chapter 6: "Storm Water and Erosion
21 Control Best Management Practices for Developing Areas; Guidelines for
22 Using Erosion and Sediment Control Practices," (ES BMP 1.011.67.
23 FDER, Tallahassee, FL 1988).

- 1 (11) Freshwater marsh creation areas will be over excavated and backfilled to
2 final grade with organic soils. Tree, shrub, and prairie planting areas will
3 have topsoil furloughed from the grading area or organic mulch added to
4 achieve final grade.
- 5 (12) Two hydrologic improvement projects are proposed, one in Curry Canal
6 and one on the west side of Telegraph Swamp and southeast of Hamlet II.
7 At a minimum, each project will have new or modified water control
8 structure(s).
- 9 (13) The Developer has prepared an environmental sustainability plan for the
10 Property which calls for protecting environmentally sensitive wetlands and
11 uplands areas, providing for mitigation of certain disturbed
12 areas, enhancing preservation areas, preserving agricultural areas,
13 establishing Greenways and public recreation and environmental
14 education programs. As part of the Developer's implementation plan, the
15 Developer will utilize conservation easements as set forth below. Areas in
16 the Developer's plan identified for mitigation will be included in the ERP
17 for placement under a conservation easement. Wetland Areas in the
18 Developer's plan which are not impacted by the project will be protected
19 by a conservation easement. Existing agricultural uses located within the
20 project but which are outside of the development areas shown on Map H
21 will be placed under a conservation easement which will allow for the
22 continuance of agricultural operations. The upland enhancement and
23 preservation areas identified in the Developer's plan will be placed under

1 conservation easements. Acreages referenced in the Developer's plan are
2 subject to change based on future permitting considerations. All required
3 easements will be granted to the SFWMD or other appropriate
4 governmental entity with a compliance monitoring staff. Easements not
5 required by a condition of an environmental permit may be granted to an
6 appropriate governmental entity or to a non-profit charitable entity that
7 exists for the purpose of holding land for conservation purposes with a
8 compliance monitoring staff. The recording of the conservation easements
9 will be phased concurrent with various AIDA's, construction, and plat
10 approvals.

11 (14) (a) To the maximum extent reasonably practicable, above-ground and
12 underground utility lines (e.g., water, sewer, electric, gas, telephone, cable,
13 electronic, etc.) will be located within or adjacent to roadway corridors on
14 the Property. Where this is not practicable, Developer shall consult with
15 County and the pertinent utility to establish a location which minimizes to
16 the maximum degree reasonably practicable impacts on upland
17 enhancement and preservation areas.

18 (b) With respect to the location of major utility transmission lines on
19 the Property, Developer will consult with County and the pertinent
20 utility prior to such location in an effort to minimize impacts from
21 such lines on environmental resources located on the Property.

22 (c) Any easement granted by Developer to a utility will limit, to the
23 extent allowed by law, access to such easement for utility

1 purposes, District purposes, educational purposes, environmental
2 research, emergency services and public safety response purposes,
3 but will prohibit residential, commercial and public vehicular
4 access.

5 (d) Nothing herein shall preclude the location of utility or transmission
6 lines within the north/south "Limited Transportation, Pedestrian
7 and Utility Corridor" shown on Exhibit "B" hereto.

8 (15) Babcock Charlotte greenways will be maintained in their natural state and
9 kept free of refuse and debris. Category I exotic plant pests as defined by
10 the Florida Exotic Pest Plant Council (EPPC) and as set forth in Exhibit
11 "E" attached hereto and made a part hereof will be controlled to ninety-
12 five percent (95%) occurrence (except for torpedo grass, *Panicum repens*,
13 that will be controlled to a ninety percent (90%) occurrence) in non-
14 agricultural greenway areas. Category II pest plants, as set forth in Exhibit
15 "E" hereto, and other plants reaching a problematic, invasive level will
16 also be controlled to reasonable and achievable levels in non-agricultural
17 greenway areas. Maintenance of these preserve areas will be conducted in
18 perpetuity consistent with state, local, and federal government
19 environmental permit approvals.

20 (16) The prescribed fire plan for Babcock Charlotte will be a program that
21 mimics the natural fire cycle for the various habitat types identified within
22 the mitigation and preserve areas. Prescribed burning will be planned and

carried out by a Certified Prescribed Burn Manager (as licensed by the Florida Division of Forestry) and experienced fire crew.

- (17) The Developer shall dedicate a one (1) acre site and provide a 3,000 square feet, pre-fabricated, shell building to County for mosquito control operations use pursuant to the schedule shown on Exhibit "D" hereto.

B. Other Conditions.

- (1) Integrated Pest Management ("IPM") will be utilized in Babcock Charlotte. IPM will involve the monitoring of sites for pest related problems, determining when a problem needs attention and taking appropriate action with the least amount of environmental impact. IPM will maximize the use of biological controls (i.e., bat houses, etc.), organic pest control methods, insecticidal soaps, and fish oils beneficial to lowering the environmental impact of pest control. Property and homeowner education will also be an IPM component within the Community.
- (2) All USFWS and FWC threatened and endangered species management plans ("T&E Plans") for the documented listed species including Florida panther (*Puma concolor coryi*) (E), wood stork (*Mycteria americana*) (E), beautiful pawpaw (*Deeringothamnus pulchellus*) (E), Florida sandhill crane (*Gruscanadenis pratensis*) (T), Eastern indigo snake (*Drymarchon corais couperi*) (T), little blue heron (*Egretta caerulea*) (SSC), snowy egret (*Egretta thula*) (SSC), tricolored heron (*Egretta tricolor*) (SSC), white ibis (*Eudocimus albus*) (SSC), gopher tortoise (*Gopherus*

1 *polyphemus*) (T), American alligator (*Aligator mississippiensis*) (SSC),
2 Audubon's crested caracara (*Polyborus plancus audubonii*) (T), roseate
3 spoonbill (*Platalea ajaja*) (SSC), Sherman's fox squirrel (*Sciurus niger*
4 *shermani*) (SSC) and Florida burrowing owl (*Athene cunicularia*
5 *floridana*) (SSC) approved at the time of issuance of this Development
6 Order are incorporated by reference herein and made a part hereof. Any
7 additional species which are listed after the issuance of this Development
8 Order and which are documented in an AIDA shall have a T&E Plan
9 developed and approved by USFWS and FWC and said plan shall be
10 incorporated by reference as a condition of the particular incremental
11 development order.

- 12 (3) The SFWMD issued Permit Number 08-00119-P on July 6, 2006, which
13 includes certain authorizations and permit conditions, in accordance with
14 its jurisdiction over such matters and the Property. Developer has
15 committed to follow this permit and its conditions, which is a separate and
16 enforceable legal document in accordance with its terms. Compliance
17 with this permit, as it may be amended from time to time, addresses
18 mitigation of certain impacts of the Babcock Charlotte development. Such
19 permit is issued under the authority of an agency other than County and,
20 therefore, shall be subject to enforcement by the issuing agency. County
21 will assist said agency, if requested, in monitoring Developer's
22 compliance with the conditions of said permit. Developers' successors-in-
23 interest and assigns are hereby placed on notice of this permit and its

1 potential application to development which they may propose to undertake
2 within Babcock Charlotte.

3 (4) The United States Army Corps of Engineers issued Permit Number SAJ-
4 1992-264(NW-TWM) on May 22, 2006, which includes certain
5 authorizations and permit conditions, in accordance with its jurisdiction
6 over such matters and the Property. Developer has committed to follow
7 this permit and its conditions, which is a separate and enforceable legal
8 document in accordance with its terms. Compliance with this permit, as it
9 may be amended from time to time, addresses mitigation of certain
10 impacts of the Babcock Charlotte development. Such permit is issued
11 under the authority of an agency other than County and, therefore, shall be
12 subject to enforcement by the issuing agency. County will assist said
13 agency, if requested, in monitoring Developer's compliance with the
14 conditions of said permit. Developers' successors-in-interest and assigns
15 are hereby placed on notice of this permit and its potential application to
16 development which they may propose to undertake within Babcock
17 Charlotte.

18 (5) Developer has applied to the United States Army Corps of Engineers,
19 Application Number SAJ-2006-6656, in accordance with its jurisdiction
20 over such matters and the Property. Upon issuance, Developer will follow
21 the authorizations and permit conditions, which will be a separate and
22 enforceable legal document in accordance with its terms. Compliance with
23 this permit, as it may be amended from time to time, will address

1 mitigation of certain impacts of the Babcock Charlotte development. Such
2 permit will be issued under the authority of an agency other than County
3 and, therefore, shall be subject to enforcement by the issuing agency.
4 County will assist said agency, if requested, in monitoring Developer's
5 compliance with the conditions of said permit. Developers' successors-in-
6 interest and assigns are hereby placed on notice of this permit application
7 and its potential application to development which they may propose to
8 undertake within Babcock Charlotte.

- 9 (6) Developer has applied to the SFWMD for a conceptual ERP, Application
10 Number 070330-5, in accordance with its jurisdiction over such matters
11 and the Property. Upon issuance, Developer will follow the authorizations
12 and permit conditions, which will be a separate and enforceable legal
13 document in accordance with its terms. Compliance with this permit, as it
14 may be amended from time to time, will address mitigation of certain
15 impacts of the Babcock Charlotte development. Such permit will be
16 issued under the authority of an agency other than County and, therefore,
17 shall be subject to enforcement by the issuing agency. County will assist
18 said agency, if requested, in monitoring Developer's compliance with the
19 conditions of said permit. Developers' successors-in-interest and assigns
20 are hereby placed on notice of this permit application and its potential
21 application to development which they may propose to undertake within
22 Babcock Charlotte.

1 C. Incremental Review.

2 (1) The threatened and endangered species management plan ("T&E Plan") is
3 that plan for threatened and endangered species provided for in the ERP
4 and United States Army Corps of Engineers Permit ("ACOEP") for
5 Babcock Charlotte.

6 (2) The incremental review will address compliance of the increment with the
7 T&E Plan. It will also address the detailed plan to protect any wetlands in
8 the increment or to mitigate for proposed impacts on such wetlands.
9 Upland habitats of threatened and endangered species (not including
10 species addressed in the Biological Opinion of the U.S. Fish and Wildlife
11 Service for Babcock Charlotte) which are not addressed by the T&E Plan
12 shall also be addressed in the AIDA to maintain such habitats to the extent
13 practicable with the development planned for those areas, or to relocate
14 affected listed species to other appropriate habitat.

15 (3) The incremental review will include an assessment of any pertinent
16 information developed pursuant to a condition of the Master DRI
17 development order which has been developed since the Master DRI
18 development order was issued in order to determine if that new
19 information shows that a change in the T&E Plan is needed in order to
20 provide the same level of protection, remediation, or mitigation that is
21 contemplated in the Master DRI development order.

- 1 (4) Each AIDA shall identify the number of acres to be contained in the
2 Increment with respect to each of the following Greenway categories and
3 the percentage of the total of each and shall include a companion map:
- 4 (a) Greenway acreage not under conservation easements
- 5 (i) agricultural lands
- 6 (ii) non-agricultural lands
- 7 (b) Greenway acreage under conservation easements
- 8 (i) wetland conservation
- 9 (ii) wetland enhancement
- 10 (iii) upland conservation
- 11 (iv) agriculture
- 12 (5) Each AIDA shall identify any conservation easements over wetlands and
13 uplands which have been delivered.
- 14 (6) Each AIDA shall include a copy of any wildlife survey which has been
15 conducted pursuant to an ERP or ACOEP since the last AIDA was filed.
- 16 (7) Each AIDA shall provide an updated Greenway Map.
- 17 (8) Each AIDA including roadway within a wildlife corridor will detail the
18 roadway design features to be employed with regard to surface material,
19 lighting, signage, access, and speed limits. The existing unpaved
20 North/South road corridor located along the east Property line may serve
21 as a transportation, pedestrian, and utility (e.g. wells, lift stations,
22 transformers, pump stations, associated lines and infrastructure for water,
23 wastewater, gas, electric, cable, electronic, etc.) corridor consisting of not

1 more than 120 feet in width with a maximum speed limit of 20mph. The
2 existing North/South road shall not be modified beyond its current existing
3 maximum width, nor paved, unless such modification has been considered
4 in an AIDA review and approved in an Incremental development order, or
5 has been reviewed and approved pursuant to a Notification of Proposed
6 Change ("NOPC") to a development order, and if necessary, through an
7 amendment to the Charlotte County Comprehensive Plan which is found
8 to be in compliance through a Notice of Intent issued by the DCA.

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7. **WASTEWATER MANAGEMENT AND WATER SUPPLY**

A. Representations and Commitments as Conditions

- (1) Low Flow Fixtures: Low volume plumbing fixtures will be installed in all new homes and businesses. The plumbing fixtures will comply with the following maximum flow volumes at 80 psi:
 - Toilets: 1.6 gallons per flush
 - Shower heads: 2.5 gallons per minute
 - Faucets: 2.0 gallons per minute
- (2) Customer billing by Town and Country Utilities Company will be based on the use of water conservation-based rate structures.
- (3) Leak Detection: Town and Country Utilities Company will implement leak detection programs in the event water losses exceed 10 percent. Site tours and routine maintenance personnel trips along water supply and distribution lines will also be conducted. On a monthly basis, metered usage will be compared to the master potable supply meter reading.
- (4) Town and Country Utilities Company will distribute literature to households describing water conservation practices.
- (5) Drought-Tolerant Landscaping: The use of native landscaping and the Florida Yards and Neighborhoods Program principles will be incorporated throughout the project site.
- (6) Reuse Water: Irrigation water will utilize reclaimed water produced by the water reclamation facility. During times when irrigation demand exceeds reclaimed water supply, irrigation water will be derived from the

1 on site lake system. The lake system will be replenished with ground
2 water derived from Floridan aquifer wells.

3 (7) Leak Detection Program: Reports of water leaks will be directed to
4 personnel during business hours. Site tours and routine maintenance
5 personnel trips along water supply and distribution lines will also be
6 conducted. On a monthly basis, customer metered usage will be compared
7 to the master meter reading.

8 (8) Irrigation System Design: Rain sensors and/or soil moisture sensors are
9 required for irrigation systems within the project site in order to preclude
10 irrigation during rainfall events. The project will install low flow
11 irrigation systems for common areas where reasonably practicable.

12 (9) Fertilization Program: Written fertilization guidelines will be developed
13 that establish standards for all common area fertilization and guidelines for
14 individual property owners. The guidelines will comply with SWFRPC
15 Resolution 2007-1 to the extent adopted by County and as it may be
16 modified by County from time to time, except that reuse irrigation water
17 may be applied within 25 feet of a wetland or water body. The program
18 will be based on the results of soil samples, water sources, drainage
19 patterns, and the landscape planned. This program will be designed to
20 provide sufficient nutrition to sustain density and vigor for the landscape
21 plantings intended for the Community that will enhance their resistance to
22 disease, weeds, and insects. Education of residents and landscape
23 maintenance contractors will be included in the program.

1 The program standards will include an annual schedule for applications of
2 controlled release and slow release fertilizers. The program will also identify
3 appropriate buffer requirements for all areas on the site with respect to wetlands
4 and all natural or created bodies of water. The above fertilization program does
5 not eliminate the requirement of compliance with any County fertilizer ordinance.

6 (10) Various types of on-site wastewater treatment systems may be used
7 permanently at the plant nursery, the North Babcock Area, restroom
8 facilities in the project's trail system, and the mining office. Pursuant to
9 F.S. 381.0065(4), as may be amended, an operating permit must be
10 obtained prior to the use of any aerobic treatment unit or if the
11 establishment generates commercial waste. Buildings or establishments
12 that use an aerobic treatment unit or generate commercial waste will be
13 subject to annual inspections by the State Department of Health to assure
14 compliance with the terms of the operating permit. Any currently
15 permitted uses of such systems may continue pursuant to existing,
16 modified, and renewed permits.

17 (11) On-site wastewater treatment systems may be utilized at selected locations
18 such as construction trailers, sales centers, and other non-residential
19 facilities where centralized sewer is not currently available. Each of these
20 non-permanent systems must be licensed as in paragraph (10) above and
21 may continue to be used for five (5) years from the date of installation of
22 each system and thereafter must be abandoned in accordance with state
23 and County regulations. Notwithstanding the foregoing, models, sales

1 centers and associated construction trailers may be extended on an annual
2 basis as needed and such consent by County shall not be unreasonably
3 withheld.

- 4 (12) Bio-solids may be converted into a Class AA residual that may be used as
5 a slow release fertilizer on the site, provided this use meets applicable
6 permitting conditions for the site.

7 B. Other Conditions.

- 8 (1) The proposed water treatment and distribution and wastewater collection
9 and treatment systems will be designed consistent with current County
10 standards.

- 11 (2) All potable water facilities, including any possible on-site potable water
12 treatment plants, will be properly sized to supply average and peak day
13 domestic demand, in addition to fire flow demand, at a flow rate approved
14 by the County Fire Department.

- 15 (3) The lowest quality of water available and acceptable should be utilized for
16 all non-potable water uses.

- 17 (4) Irrigation systems for new construction will comply with County's
18 irrigation and landscaping ordinance, as may be amended from time to
19 time.

- 20 (5) Town and Country Utilities Company or its successor or assigns will
21 provide water, wastewater, and reclaimed water to Babcock Charlotte.

- 22 (6) SFWMD issued Permit Number 08-00122 W, in October 2007, which
23 includes certain authorizations and permit conditions, in accordance with

1 its jurisdiction over such matters and the Property. Developer has
2 committed to follow this permit and its conditions, which is a separate and
3 enforceable legal document in accordance with its terms. Compliance
4 with this permit, as it may be amended from time to time, addresses
5 mitigation of certain impacts of the Babcock Charlotte development. Such
6 permit is issued under the authority of an agency other than County and,
7 therefore, shall be subject to enforcement by the issuing agency. County
8 will assist said agency, if requested, in monitoring Developer's
9 compliance with the conditions of said permit. Developers' successors-in-
10 interest and assigns are hereby placed on notice of this permit and its
11 potential application to development which they may propose to undertake
12 within Babcock Charlotte.

- 13 (7) Developer may apply for a permit(s) from the SFWMD for non-potable
14 (landscape irrigation) withdrawals, in accordance with its jurisdiction over
15 such matters and the Property. Upon issuance, Developer will follow the
16 authorizations and permit conditions, which will be a separate and
17 enforceable legal document in accordance with its terms. Compliance with
18 this permit, as it may be amended from time to time, will address
19 mitigation of certain impacts of Babcock Charlotte development. Such
20 permit will be issued under the authority of an agency other than County
21 and, therefore, shall be subject to enforcement by the issuing agency.
22 County will assist said agency, if requested, in monitoring Developer's
23 compliance with the conditions of said permit. Developers' successors-in-

1 interest and assigns are hereby placed on notice of this permit application
2 and its potential application to development which they may propose to
3 undertake within Babcock Charlotte.

4 C. Incremental Review.

- 5 (1) The AIDA which includes the North Babcock Area shall identify the
6 water and wastewater treatment option(s) which will be employed in the
7 North Babcock Area.
- 8 (2) Each AIDA shall include an updated Primary Utility Corridor map.
- 9 (3) Each AIDA shall identify the source of water for the Increment and the
10 service provider.
- 11 (4) Each AIDA shall identify the service provider and the type(s) of
12 wastewater treatment system(s) to be used in the Increment and their
13 duration(s) of use.
- 14 (5) A centralized wastewater treatment system, in the form of package plants,
15 shall be limited to 1.5 MGD (not including wastewater treatment
16 options[s] which will be employed in the North Babcock Area).
- 17 (6) Package plants shall be bonded to ensure that planned conversion to a
18 permanent centralized wastewater treatment system will be funded. Prior
19 to approval of the applicable Incremental development order, County and
20 Developer shall devise a methodology to determine bonding requirements
21 to maintain and operate the package plants in the event of abandonment,
22 which shall include a bond amount based upon the differential between the
23 anticipated revenue generated from the then current County utility rates

1 and the anticipated cost to operate and maintain said package plants for
2 fifteen (15) years from the date of construction. Such bond shall be
3 released upon the construction of the permanent centralized wastewater
4 system discussed below.

- 5 (7) During the appropriate Increment, Developer shall submit plans for the
6 permanent centralized water and/or wastewater treatment plants or
7 portions thereof (not including the package plants provided above) to
8 County. County shall have thirty (30) days to review said plans for
9 compliance with County standards and to provide comment on the plans
10 compliance with County standards to Developer. Developer shall have
11 thirty (30) days to review and respond to County's comments. County
12 shall then have thirty (30) days to review Developer's comments and to
13 provide Developer with any additional comments regarding the plans
14 compliance with County standards.

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1 **8. HISTORICAL AND ARCHEOLOGICAL SITES**

2 A. Representations and Commitments as Conditions - No relevant provisions.

3 B. Other Conditions.

4 (1) A Cultural Resources Survey was prepared and approved by the Florida
5 Department of State, Division of Historical Resources ("DHR"). No
6 cultural resources eligible for listing on the National Register of Historic
7 Places were identified within Babcock Charlotte, and the development is
8 unlikely to affect historic properties. If any archaeological/historical sites
9 are discovered during the development activities, all work that might
10 cause damage to such sites shall cease immediately, and the Developer
11 shall contact the DHR, SWFRPC, and County so that a state-certified
12 archaeologist can determine the significance of the findings and
13 recommend appropriate preservation and mitigation actions, as necessary.

14 (2) When County establishes a register of historical sites, any sites in Babcock
15 Charlotte which qualify for listing on the register will be listed. Any
16 protection of such sites will be subject to agreement between Developer
17 and County.

18 (3) By the end of the second DRI Increment, Developer will establish a
19 permanent display of the history of the Babcock Ranch, including but not
20 limited to the railroad and telegraph facilities. This display satisfies Policy
21 2.18.17 of the BROD component of the County's Comprehensive Plan.

22 C. Incremental Review - None per AMDA Agreement.

1 **9. EDUCATION**

2 A. Representations and Commitments as Conditions.

3 The Developer shall dedicate five school sites on the Property: three elementary
4 schools (20 acres each), one middle school (30 acres), and one high school (50
5 acres), and an educational service center (25 acres). Site acreages are net
6 developable acres exclusive of jurisdictional wetlands and listed species habitat
7 areas. These sites will be delivered on the schedule set forth in Exhibit "D",
8 attached hereto, as that schedule may be revised by agreement of Developer and
9 the Charlotte County School Board. Said agreement shall be executed prior to the
10 issuance of the development order for the first Increment ("School Agreement").

11 B. Other Conditions. Public facilities such as parks, libraries, and community
12 centers shall be co-located with schools to the extent reasonably practicable. Elementary schools
13 shall be encouraged as focal points for neighborhoods.

14 C. Incremental Review. - Confirmation that the School Agreement required by (A)
15 above has been executed.

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1 **10. POLICE AND FIRE**

2 A. Representations and Commitments as Conditions.

- 3 (1) District shall construct the shells of the law enforcement and fire/rescue
4 buildings. The term “shell” means site preparation, foundations, laying of
5 all utilities, exterior building structural components (including all exterior
6 windows and doors), interior unfinished load-bearing walls and floors,
7 stairs, elevators, and general building MEPF (mechanical, electrical,
8 plumbing, and fire) systems, but not including MEPF systems specific to a
9 floor plan layout. The building shells may be constructed in phases. The
10 building shells shall be completed by District and turned over to County
11 on the schedule set forth in Exhibit “D” attached hereto. Until the
12 turnover to County, District shall be responsible for maintenance of the
13 building shells and the associated building landscaping and any costs of
14 operations elected by District to be incurred prior to said turnover(s). If
15 the District elects to operate any such buildings prior to turnover to
16 County, County will consider an operational contract with District. The
17 Developer or District shall be reimbursed from the impact fees, but only
18 up to the amount of the impact fees collected from the Development (not
19 including any interest earned by County), for the design and construction
20 costs of those buildings and the costs of all associated infrastructure; i.e.,
21 water, sewer, paving, drainage, landscaping, lighting, signage, etc.
22 (collectively the “Costs”), but not for the sites. District shall be
23 reimbursed by County from funds other than impact fees collected from

1 the Development for the Costs of any portion of a building requested by
2 County which is in excess of that required by County standards to satisfy
3 the demand for the building created by the Development Program.

- 4 (2) Site acreages are net developable acres exclusive of jurisdictional
5 wetlands and listed species habitat areas. The sites shall be conveyed with
6 exotic pest plants removed, infrastructure provided, and on a schedule set
7 forth in Exhibit "D" attached hereto.

8 B. Other Conditions.

- 9 (1) The fire flows required for Babcock will be provided through the potable
10 water distribution system. Adequate system storage and pumping capacity
11 will be installed to provide the required flows. Distribution system pipes
12 will be sized to deliver the fire flows to the buildings to meet the
13 requirements of the National Fire Protection Association.
- 14 (2) As the development of the project progresses, the Developer will
15 coordinate with the Sheriff's Office prior to or during site plan review
16 regarding security measures and features that will likely deter criminal
17 activity in Babcock.
- 18 (3) Four sites totaling 10.25 acres will be dedicated for police and/or fire
19 rescue operations and for a communications tower. Site acreages are net
20 developable acres exclusive of jurisdictional wetlands and listed species
21 habitat areas. The Sheriff's facility will be co-located within a central
22 fire/rescue building on a 5.75 acre site along with the fire and police
23 communications tower on that site. Any additional acres requested by

County for such operations will be subject to payment by County pursuant to a purchase contract negotiated between Developer and County.

(4) The District shall place an interim fully operational double-wide trailer at least 24 feet in width and 60 feet in overall length as the first Sheriff's Sub-Station next to the existing fire station located on SR 31 which will utilize the utilities serving the existing fire station. Said trailer shall be made available to the Sheriff by the issuance of the first land development permit.

(5) An EMS vehicle will be provided by Developer pursuant to the schedule in Exhibit "D" hereto. The housing of that vehicle will be the responsibility of County.

(6) The public purpose buildings and sites shall be subject to the land development regulations and architectural guidelines established for the Property.

(7) All law enforcement, fire, and EMS impact fees collected from the Development (not including any interest earned by County) shall be provided to District in the form of reimbursements.

(8) Appropriate CPTED strategies shall be used when designing sites, buildings, streets, signs, landscaping and parking, and County may submit such designs to the Sheriff's Office for comment to and consideration by the County's Development Review Committee.

(9) Babcock is intended to be a "Firewise" community and will employ "Firewise" principles where appropriate. The County's Office of

Emergency Management will cooperate with and assist the District in this endeavor.

C. Incremental Review.

(1) Each AIDA shall include an updated schedule of site preparation, building shell construction and turnover to County, and commencement of operations by County in said buildings.

(2) Each Incremental development order shall identify particular CPTED goals and objectives which are to be addressed in the review by County of site plans in that Increment.

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11. **SOLID/HAZARDOUS/MEDICAL WASTE**

A. Representations and Commitments as Conditions. - No relevant provisions.

B. Other Conditions.

(1) The project shall be bound by all applicable recycling requirements in effect in the County at the time of the development, and all solid waste shall be disposed of by a waste hauler licensed by the State of Florida.

(2) Any buildings where hazardous materials, or waste, is to be used, displayed, handled, generated or stored shall be constructed with impervious floors with adequate floor drains leading to separate impervious holding facilities that are adequate to contain and safely facilitate cleanups of any spill, leakage, or contaminated water.

(3) Discharge of hazardous waste effluent into the sewage system shall be prohibited unless approved by permit issued by FDEP. There shall be no discharge of hazardous waste or of medical wastes from medical facilities into septic tanks.

(4) Any business within the development boundary that generates hazardous waste will be responsible for the temporary storage, siting and proper disposal of the hazardous waste generated by such business. However, there will be no siting of hazardous waste storage facilities contrary to the county zoning regulations. There shall be no disposal of hazardous waste on the Property.

- 1 (5) Any off-site disposal of hazardous waste will be the responsibility of the
2 business that has generated the hazardous waste subject to all applicable
3 local, state, and federal regulations.
- 4 (6) Restaurant operators will be required to comply with the County's grease
5 trap ordinance that requires routine maintenance of the grease removal
6 system.
- 7 (7) The responsibility for disposing of medical and hazardous waste lies with
8 the waste generator in accordance with local, state and federal law.
- 9 (8) Any commercial operations that routinely handle extremely hazardous
10 chemicals (such as the water and wastewater treatment facilities, hospitals
11 and golf courses) will be required to comply with OSHA and NFPA fire
12 and life safety requirements as well as all other local, state, and federal
13 requirements.
- 14 (9) Natural gas is identified as a source of energy for the development. The
15 Developer will meet with the Charlotte County Fire & Emergency
16 Medical Services Department to advise it of the location of gas lines prior
17 to installing such lines.
- 18 (10) All grease traps will be required to comply with local and state codes. The
19 wastewater from these grease traps will be sent to a centrally located
20 wastewater treatment facility, designed to comply with the applicable
21 effluent quality requirements. The captured grease will be hauled off by a
22 licensed hauler.

1 C. Incremental Review.

- 2 (1) Each AIDA will indicate whether or not the proposed Increment will be
3 part of the County's Sanitation District, and if not, what other option will
4 be used. Each AIDA will include a letter from the service provider that
5 collection will be provided and a letter of availability regarding landfill
6 capacity for the proposed Increment.

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12. AIRA. Representations and Commitments as Conditions.

Dust prevention on development sites will employ wet or other suppression options consistent with applicable NPDES requirements. Unpaved roads will be watered as needed. Paving of roads will be performed as early in the construction schedule as is reasonably possible.

B. Other Conditions.

Babcock Charlotte shall comply with any applicable FDEP regulations regarding air quality.

C. Incremental Review. -- None per AMDA Agreement.

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1 **13. HURRICANE PREPAREDNESS**

2 A. Representations and Commitments as Conditions.

3 Pursuant to the Charlotte Development Agreement, the District will build the
4 shells of community center civic buildings and certain portions of public school
5 buildings on the Property to hurricane building standards per American Red Cross
6 publication #4496, and said buildings will be equipped with emergency
7 generators.

8 B. Other Conditions.

9 (1) District shall develop a hurricane preparation and shelter information
10 program for the residents of the Property which will include annual
11 awareness communications to residents. The appropriate County
12 departments dealing with emergency preparedness will cooperate with and
13 assist the District in the development of this program. The residential
14 units shall be built to the then current building standards which provide
15 substantially more protection against hurricane damage than in past years.
16 District shall encourage residents not to leave their residences during
17 hurricanes unless an evacuation order has been issued. A copy of the
18 information program shall be provided to County prior to the first
19 residential closing.

20 (2) To encourage sheltering in place, hurricane window protection and safe
21 rooms shall be offered as an option to the initial purchasers of single-
22 family residences in Babcock Charlotte. The benefits of these options
23 shall be provided in writing to those initial purchasers.

1 C. Incremental Review. - None per AMDA Agreement.

2 **REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY**

1 **14. OPEN SPACE, PARKS, AND LIBRARY**

2 A. Representations and Commitments as Conditions.

- 3 (1) Developer agrees to provide a minimum of thirty-five (35%) percent of
4 the gross acreage of the Babcock Ranch Community as open space.
5 “Open Space” shall consist of the Primary Greenway Plan, non-residential
6 vegetated green space (including, but not limited to, community supported
7 agriculture and community gardening), lakes and ponds not engineered for
8 stormwater, lakes and ponds engineered for stormwater with general
9 public access, hiking trails, greenways, bike paths, upland and wetland
10 areas. Active uses such as ball fields, golf courses and other related
11 recreation uses can be counted toward Open Space, but only 50% of the
12 area can be utilized for calculation purposes. As part of the DRI Biennial
13 Report, the Developer shall identify compliance with this requirement.
- 14 (2) Babcock Charlotte will provide 19.5 acres of mini-parks, 58.4 acres of
15 neighborhood parks, and 177.9 acres of community/regional parks,
16 totaling 255.8 acres, as well as other open space areas within
17 neighborhoods, which will exceed the expected demand created by
18 Babcock Charlotte. As set forth on Exhibit “D” hereto, the community
19 and regional park buildings and parks site improvements are required by
20 the issuance of the 5,900th dwelling unit certificate of occupancy. Each
21 neighborhood park with pavilion and restrooms will be required by the
22 issuance of the 500th dwelling unit certificate of occupancy within each of
23 the neighborhoods.

- 1 (3) Pursuant to the Charlotte Development Agreement one site totaling 15
2 acres will be dedicated for a library. Site acreage is net developable acres
3 exclusive of jurisdictional wetlands and listed species habitat. Developer
4 shall be required to fund the construction of a 24,000 square foot library
5 shell building. The County may desire to construct a library facility
6 totaling 40,000 square feet. The County and the Developer agree to
7 cooperate with respect to the design, construction and funding of this
8 library facility. Developer shall fund the library shell building costs for
9 24,000 square feet and the County shall fund the construction of the
10 library shell building costs for 16,000 square feet, in addition to the
11 construction completion of the library facility herein. Phase I of the
12 library to be provided by the issuance of the 10,000th dwelling unit
13 certificate of occupancy, and Phase II of the library to be provided by the
14 issuance of the 15,000th dwelling unit certificate of occupancy.
- 15 (4) The parks and library sites shall be conveyed with exotic pest plants
16 removed and infrastructure provided.
- 17 (5) District shall construct the shells of the public purpose buildings
18 (including park and library facilities). The term "shell" means site
19 preparation, foundations, laying of all utilities, exterior building structural
20 components (including all exterior windows and doors), interior
21 unfinished load-bearing walls and floors, stairs, elevators, and general
22 building MEPF (mechanical, electrical, plumbing, and fire) systems, but
23 not including MEPF systems specific to a floor plan layout. The building

1 shells shall be completed by District and turned over to County on the
2 schedule shown on Exhibit "D" attached hereto. Until the turnover to
3 County, District shall be responsible for maintenance of the building shells
4 and the associated building landscaping and any costs of operations
5 elected by District to be incurred prior to said turnover(s). If the District
6 elects to operate any such buildings prior to turnover to County, County
7 will consider an operational contract with District. The Developer or
8 District shall be reimbursed from the impact fees, but only up to the
9 amount of the impact fees collected from the Development (not including
10 any interest earned by County), for the design, construction, and
11 permitting costs of those buildings and the costs of all associated
12 infrastructure; i.e., water, sewer, paving, drainage, landscaping, lighting,
13 signage, etc. (collectively the "Costs"), but not for the sites. District shall
14 be reimbursed by County from funds other than impact fees collected from
15 the Development for the Costs of any portion of a building requested by
16 County which is in excess of that required by County standards to satisfy
17 the demand for the building created by the Development Program.

18 (6) District or Developer shall prepare the master plans for the park sites in
19 consultation with County and at no cost to the County. The County shall
20 participate with the design team in development of the master plans.

21 (7) The parks and library buildings and sites shall be subject to the land
22 development regulations and architectural guidelines established for the
23 Property.

1 B. Other Conditions.

2 (1) All landscaped open space areas shall be replanted with native vegetation
3 after construction.

4 (i) Ninety percent (90%) of the trees and ninety percent (90%) of the
5 shrubs installed in public areas will be native plants.

6 (ii) Seventy-five percent (75%) of the total number of required trees
7 and seventy-five percent (75%) of the shrubs installed in privately owned
8 areas will be native plants.

9 (iii) One hundred percent (100%) of the trees and shrubs installed in
10 primary greenways will be native plants.

11 (iv) All plants listed on the Florida Exotic Pest Plant Council's 2007
12 List of Invasive Plant Species Category I and II, as set forth in Exhibit "E"
13 attached hereto and incorporated herein by reference are prohibited for use
14 as landscaping material.

15 (v) Plant material used for landscaping must conform to the standards
16 for Florida Number 1, or better as given in Grades and Standards for
17 Nursery Plants (1998 or latest), and Grades and Standards for Nursery
18 Plants Florida Department of Agriculture and Consumer Services,
19 Tallahassee, Florida.

20 (2) General agricultural operations may be conducted in accord with the
21 BROD and the LDC.

22 (3) The mining lake located immediately west of the northernmost Major Park
23 shown on Map H will be reclaimed in accordance with the approved

1 Reclamation Plan and the County permit upon the cessation of mining in
 2 the lake and will be incorporated into the plan for said park (although
 3 remaining in District ownership) for park uses, subject to restrictions and
 4 requirements of SFWMD and/or other governing agencies, and will be
 5 connected to the Greenway.

6 (4) The parks and library buildings shall be completed, staffed, and opened by
 7 County on the schedule shown on Exhibit "D" attached hereto.

8 (5) Public facilities such as parks, libraries and community centers will be co-
 9 located with schools to the extent reasonably practicable. Elementary
 10 schools will be encouraged as focal points for neighborhoods.

11 (6) All parks and library impact fees collected from the Development (not
 12 including any interest earned by County) shall be provided to District in
 13 the form of reimbursements.

14 (7) The common recreational areas and common open spaces will be
 15 maintained by either the master property owner's association, the District,
 16 or a Chapter 190 Community Development District.

17 (8) Vegetated upland areas within conservation areas will be part of the
 18 extensive recreational open space system of Babcock Charlotte.

19 C. Incremental Review.

20 Each AIDA shall provide the number of acres of Open Space to be provided in
 21 the Increment and the cumulative number with other approved Increments.

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1 **15. HOSPITALS AND HEALTHCARE**

2 A. Representations and Commitments as Conditions. - No relevant provisions.

3 B. Other Conditions.

4 Hospital beds and assisted living facilities may be provided within Babcock
5 Charlotte subject to applicable licensing.

6 C. Incremental Review.

7 Each AIDA shall indicate whether or not a certificate of need has been, or will be,
8 filed for hospital or other healthcare facilities in the proposed Increment.

9 **REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY**

1 **16. ENERGY**

2 A. Representations and Commitments as Conditions.

- 3 (1) All community recreational facilities and businesses will be encouraged to
4 have bicycle parking facilities located closer to the building entrances than
5 non-handicapped parking spaces.
- 6 (2) Developer will evaluate internal transit options, and will implement
7 options determined by the evaluation to be economically viable.
- 8 (3) Window design, as well as other design features such as building
9 orientation, solar roof access, overhangs, shading through landscape or
10 interior shades, porches, free standing walls, fences, louvers, awnings, or
11 shutters will be considered to optimize energy efficiency.
- 12 (4) The material choices for streets, parking lots, sidewalks, and the trail
13 system shall be selected to reduce the heat island effect. Alternatives to
14 impervious pavement, and the use of open areas, landscaping and shade
15 trees will be an integral component of the design.
- 16 (5) Lighting for streets, parking, recreation and other public areas should
17 include energy efficient fluorescent/electronic ballasts, photovoltaics, low
18 voltage lighting, motion sensors and/or timers on lighting and full cut-off
19 luminaries in fixtures that comply with the International Dark-Sky
20 Association standards.
- 21 (6) Water closets will have a maximum water usage of 1.6 gallons/flush.
22 Showerheads and faucets will have a maximum flow rate of 2.5

gallons/minute at 80 psi water pressure. Faucet aerators will limit flow rates to 0.5 gallons per minute.

(7) A primarily native plant pallet to reduce water consumption throughout the community will be used as referenced in Section 14, Open Space, Parks and Library, above. Additionally, Developer will strive to use innovative irrigation technology, such as drip irrigation, moisture sensors, and micro spray heads to reduce irrigation water use.

(8) All recreational areas as well as the integrated sidewalks, trails, and paths shall include shade trees where design allows.

B. Other Conditions.

(1) Commercial and residential buildings shall comply with the Florida Energy Efficiency Code for Building Construction.

(2) Site development shall comply with the Florida Green Building Coalition Certification Standards or equivalent green building standards.

(3) One Zero Energy Home ("ZEH") model will be built to feature and promote net zero energy efficient housing.

(4) The Developer shall provide educational information on photovoltaic systems, solar hot water heaters, other alternative energy sources, conservation and net metering to each potential home buyer.

(5) The Developer shall allow potential home buyers to select photovoltaic systems, solar hot water heaters, and other alternative energy or energy efficient features as an option that is clearly listed in marketing materials for all home buyers.

1 (6) Recognizing that green building, efficient energy alternatives and the
2 integration of existing and future technology is important and rapidly
3 evolving, the Developer shall continue to evaluate alternatives and create a
4 green building program of options available to the homes and businesses
5 to be built in Babcock Charlotte. Specific programs may include, but are
6 not limited to, higher efficiency appliances, higher efficiency HVAC
7 systems, solar hot water heaters, solar pool heaters, programmable
8 thermostats, net metering as allowed by State law (when and if available
9 under the law) and other. Inasmuch as alternative methods of producing
10 and providing energy is also evolving, the Developer shall work with the
11 State and local power suppliers (LCEC and FP&L) and with suppliers of
12 other commercially reasonable technologies, or combinations thereof, with
13 the objective to create practical and affordable energy options to reduce
14 the consumption of non-renewable energy sources and to encourage the
15 use of renewable energy sources within Babcock Charlotte. Developer
16 shall also explore the usefulness and feasibility in Southwest Florida of
17 green roofs (or suitable alternatives) for residential and commercial
18 buildings, to further reduce energy demands. Compliance with this
19 condition shall be shown by including in the biennial reports a summary of
20 the green building efforts and program to date and the green options made
21 available to homes and businesses.

22 C. Incremental Review. - None per AMDA Agreement.

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1 **17. MINING OPERATIONS**

2 A. Representations and Commitments as Conditions.

3 The existing mining operations may be continued during development of the
4 Community consistent with permitting. As mining operations are phased out
5 mining lakes will be properly reclaimed pursuant to applicable permits.

6 B. Other Conditions. - None Required.

7 C. Incremental Review. - None per AMDA Agreement.

8 **REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY**

1 **18. CONSISTENCY WITH THE LOCAL COMPREHENSIVE PLAN**

2 Charlotte County has determined that the Babcock Charlotte project is consistent with the
3 Charlotte County Comprehensive Plan.

4 **19. BIENNIAL REPORTS**

5 The Developer, or its successor(s)-in-title to the undeveloped portions of the Property,
6 must submit a biennial report to the County, the SWFRPC and the DCA, Division of State
7 Planning ("Division"), on Form RPM-BSP Annual Report – 1. This report must describe the
8 stage of development and the status of compliance with the DRI development order conditions as
9 of the date of submission and be consistent with the rules of DCA. The first monitoring report
10 must be submitted to the DRI Coordinator for SWFRPC, the Division, and County no later than
11 two years after the effective date of this development order. Further reporting must be submitted
12 not later than once every two years for subsequent calendar years thereafter, until Buildout,
13 whether actual or declared. Failure to comply with this biennial reporting procedure is governed
14 by Subsection 380.06(18), Florida Statutes, which provides for the temporary suspension of the
15 DRI development order. The Developer must inform successors-in-title to any undeveloped
16 portion of the real property covered by this development order of this reporting requirement.

17 **20. CHANGED CONDITIONS**

18 If County, during the course of monitoring the development, can demonstrate that
19 substantial changes in the conditions underlying the approval of the development order has
20 occurred or that the development order was based on substantially inaccurate information
21 provided by the Developer, resulting in additional substantial regional impacts, then a substantial
22 deviation shall be deemed to have occurred.

1 **21. IMPACT FEE CREDIT AND REIMBURSEMENT**

2 The County and Developer shall enter into an impact fee credit and reimbursement
3 agreement pursuant to the terms of the Charlotte Development Agreement prior to, or
4 contemporaneously with, the issuance of the development order for the first Increment.

5 **22. FISCAL MONITORING AND BUDGET STABILIZATION**

6 To guarantee that the development of Babcock Charlotte will not create a negative fiscal
7 impact on the County, County and District will enter into a Fiscal Agreement in accordance with
8 the terms of the Charlotte Development Agreement. Said Fiscal Agreement shall be entered into
9 prior to, or contemporaneously with, the issuance of the development order for the first
10 Increment.

11 **23. COMPLIANCE MONITORING**

12 The County Administrator, or his or her designee, shall be the local official responsible
13 for assuring compliance with the development order. Monitoring procedures will include
14 County's site plan review and code enforcement procedures, and the Biennial Reports.

15 **24. EXEMPTION FROM DOWNZONING AND DENSITY/INTENSITY**

16 **REDUCTION**

17 Pursuant to Subsection 380.06(15)(c)3, Florida Statutes, this project is exempt from
18 downzoning, intensity reduction, or unit density reduction until December 31, 2037, unless
19 County can demonstrate that substantial changes in the conditions underlying the approval of the
20 development order have occurred or the development order was based on substantially inaccurate
21 information provided by the Developer or that the change is clearly established by local
22 government to be essential to the public health, safety, or welfare.

1 **25. COMMENCEMENT OF DEVELOPMENT**

2 Development shall commence in accordance with the deadline(s) established in the
3 Incremental development orders.

4 **26. PROJECTED BUILDOUT**

5 The project is being built in Increments. Buildout of the final Increment is projected to
6 occur on or about December 31, 2030 ("Buildout Date").

7 **27. EXPIRATION DATE**

8 The expiration date for this Development Order is December 31, 2037.

9 **28. DEVELOPMENT PERMITS**

10 Subsequent requests for development permits shall not require further review pursuant to
11 Section 380.06, Florida Statutes, unless it is found by the Board of County Commissioners of
12 Charlotte County ("Board"), after due notice and hearing, that one or more of the following
13 items listed in Paragraphs A and B is present. Upon such a finding, the Board may take any
14 action authorized by Subsection 380.06(19), Florida Statutes, pending issuance of an amended
15 development order.

16 A. A substantial deviation from the terms or conditions of this development order, a
17 failure to carry out conditions, commitments or mitigation measures to the extent set forth herein
18 or consistent with the timing schedules specified herein or substantial deviation from the
19 approved development plans which create a reasonable likelihood of additional regional impacts
20 or other types of regional impacts which were not previously reviewed by the SWFRPC; or

21 B. An expiration of this development order as provided herein.

1 **29. GENERAL PROVISIONS**

2 The approval granted by this development order is limited. Such approval shall not be
3 construed to relieve the Developer of the duty to comply with all other applicable local, state or
4 federal permitting regulations.

5 A. Developer and County shall work together in a cooperative manner to ensure that
6 the necessary applications to County, the issuance of permits and the conduct of inspections
7 occur expeditiously and that development is not impeded by unnecessary delays associated with
8 such applications, permit issuances, and inspections.

9 B. It is understood that any reference herein to any governmental agency shall be
10 construed to mean any future entity which may be created or be designated or succeed in interest
11 to, or which otherwise possesses any of the powers and duties of, any referenced governmental
12 agency in existence on the effective date of this development order.

13 C. Appropriate conditions and commitments contained herein may be assigned to or
14 assumed by District.

15 D. If there is a conflict between a provision in this development order and a
16 provision in the Charlotte Development Agreement, the provision in this development order shall
17 prevail. Exhibit "D" attached hereto and made a part hereof by reference is an updated version
18 of Exhibit "D" to the Charlotte Development Agreement entitled "Summary of Land Dedication
19 and Facilities Construction". Said updated Exhibit "D" also replaces Exhibit "D" to the
20 Charlotte Development Agreement.

21 E. If there is a conflict between a provision in this development order and a
22 provision in an ERP, a Consumptive Use Permit ("CUP") or ACOEP, the provision in the ERP,
23 CUP, or ACOEP shall prevail.

1 F. In the event that any portion or section of this development order is determined to
2 be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such
3 decision shall in no manner, affect the remaining portions of this development order which shall
4 remain in full force and effect.

5 G. This development order shall be binding upon the County and the Developer, its
6 assignees or successors-in-interest.

7 H. This development order shall become effective as provided by law.

8 I. Certified copies of this development order shall be provided by the County to
9 DCA and the SWFRPC as provided in Subsection 380.06(25)(g), Florida Statutes.

10 J. This Resolution shall be recorded in the Minutes of the Board.

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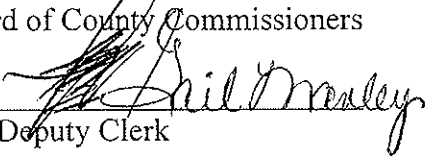
1 PASSED AND DULY ADOPTED this 13 day of December, 2007.

2 BOARD OF COUNTY COMMISSIONERS
3 OF CHARLOTTE COUNTY, FLORIDA

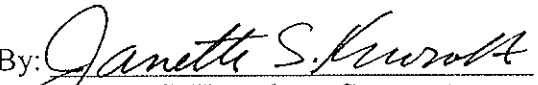
4
5
6 By: 
7 Thomas C. D'Aprile, Chairman
8

9 ATTEST:

10 Barbara T. Scott, Clerk of Circuit
11 Court and Ex-officio Clerk to the
12 Board of County Commissioners
13

14 By: 
15 Deputy Clerk
16
17

18 APPROVED AS TO FORM
19 AND LEGAL SUFFICIENCY:

20
21 By: 
22 Janette S. Knowlton, County Attorney
23
24

Exhibits

1		
2	Exhibit A	Legal Description
3	Exhibit B	Master Concept Plan (Map H)
4	Exhibit C	Questions to be addressed in AIDA's
5	Exhibit D	Updated Summary of Land Dedications and Facilities Construction
6	Exhibit E	Florida Exotic Pest Plant Council's 2007 List of Invasive Plant
7		Species
8	Exhibit F	Master (Buildout 2030) Roadway Network with 22% Internal
9		Capture and with Developer's Projected Internal Capture

CHARLOTTE COUNTY PARCEL:

A parcel of land lying within Sections 29, 31 through 33, Township 41 South, Range 26 East, AND, Sections 4 through 10, Sections 15 through 17 and Sections 19 through 36, Township 42 South, Range 26 East, Charlotte County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 31, Township 42 South, Range 26 East and run S89°41'45"E, along the South line of said Section 31, a distance of 50.00 feet to a point on the East right-of-way line of State Road No. 31, said point also being the Point of Beginning of the parcel of land herein described; Thence continue S89°41'45"E a distance of 5,189.75 feet to the Southwest corner of Section 32, Township 42 South, Range 26 East; Thence S89°41'45"E a distance of 5,306.08 feet to the Southeast corner of Section 32, Township 42 South, Range 26 East; Thence S89°37'16"E a distance of 5,289.11 feet to the Southwest corner of Section 34, Township 42 South, Range 26 East; Thence S89°35'44"E a distance of 5,294.60 feet to the Southeast corner of Section 34, Township 42 South, Range 26 East; Thence S89°35'44"E a distance of 5,294.60 feet to the Southwest corner of Section 36, Township 42 South, Range 26 East; Thence S89°35'44"E, along the South line of Section 36, Township 42 South, Range 26 East, a distance of 3,430.66 feet; Thence N00°00'40"W a distance of 10,185.53 feet; Thence N05°46'23"E a distance of 1,058.56 feet; Thence N66°40'38"W a distance of 200.62 feet; Thence S83°12'47"W a distance of 1,373.33 feet; Thence N30°17'33"W a distance of 1,686.63 feet; Thence N70°02'41"W a distance of 1,332.41 feet; Thence S72°42'44"W a distance of 1,430.81 feet; Thence N49°18'31"W a distance of 2,362.25 feet; Thence S69°00'57"W a distance of 1,518.19 feet; Thence S21°08'17"W a distance of 865.44 feet; Thence S20°29'11"E a distance of 1,376.91 feet; Thence N74°38'25"E a distance of 1,635.69 feet; Thence S00°18'50"E a distance of 1,309.92 feet; Thence S89°45'02"W a distance of 4,154.48 feet; Thence N51°39'36"W a distance of 782.53 feet; Thence N04°14'12"E a distance of 1,329.59 feet; Thence N39°20'59"W a distance of 1,779.16 feet; Thence N42°01'35"W a distance of 1,162.94 feet; Thence S52°01'16"W a distance of 818.34 feet; Thence S62°58'46"W a distance of 516.42 feet; Thence S89°59'33"W a distance of 307.20 feet; Thence N80°06'18"W a distance of 334.84 feet; Thence N20°54'51"W a distance of 336.86 feet; Thence N05°03'05"E a distance of 533.35 feet; Thence N22°47'49"E a distance of 5,490.82 feet; Thence N55°42'26"E a distance of 195.73 feet; Thence N21°59'06"W a distance of 1,739.17 feet; Thence N52°37'55"E a distance of 867.75 feet; Thence N13°36'57"W a distance of 2,507.33 feet; Thence S78°50'16"W a distance of 687.95 feet; Thence N19°48'25"W a distance of 366.25 feet; Thence N08°01'21"W a distance of 493.32 feet; Thence N03°43'40"E a distance of 687.22 feet; Thence N00°28'20"E a distance of 674.51 feet; Thence N25°12'33"W a distance of 261.13 feet; Thence N42°54'55"W a distance of 643.19 feet; Thence N07°19'37"W a distance of 171.40 feet; Thence N13°05'30"E a distance of 201.96 feet; Thence N32°40'01"W a distance of 186.12 feet; Thence N05°04'15"W a distance of 1,832.77 feet; Thence N19°47'08"W a distance of 527.20 feet; Thence N26°13'22"W a distance of 802.13 feet; Thence S79°08'55"W a distance of 475.20 feet; Thence N74°19'19"W a distance of 1,689.05 feet; Thence N01°26'06"W a distance of 897.42 feet; Thence N89°51'42"W a distance of 67.91 feet; Thence N00°00'03"W a distance of 1,218.37 feet; Thence N39°50'11"W a distance of 190.86 feet; Thence N00°00'29"W a distance of 324.62 feet; Thence N89°59'52"W a distance of 588.20 feet; Thence N00°00'00"E a distance of 1,967.22 feet; Thence N41°13'25"W a distance of 2,825.17 feet; Thence S89°59'57"W a distance of 3,566.80 feet; Thence S00°00'03"E a distance of 2,799.34 feet; Thence S89°11'17"W a distance of 5,960.98 feet to a point on the East right-of-way line for State Road No. 31; Thence along the East right-of-way line for State Road No. 31, the following courses and distances: S00°48'43"E a distance of 2,976.13 feet and S00°34'01"W a distance of 786.25 feet; Thence S89°25'59"E a distance of 4,104.32 feet; Thence S00°01'22"E a distance of 2,084.04 feet; Thence S16°46'15"E a distance of 1,740.24 feet; Thence S09°11'59"W a distance of 1,325.85 feet; Thence S73°15'18"E a distance of 661.15 feet; Thence N59°20'29"E a distance of 577.75 feet; Thence S38°10'48"E a distance of 551.46 feet; Thence S86°25'58"E a distance of 385.80 feet; Thence S24°01'11"E a distance of 975.12 feet; Thence S57°46'34"E a distance of 530.20 feet; Thence S70°04'12"E a distance of 1,843.47 feet; Thence N63°01'21"E a distance of 1,214.99 feet; Thence S50°03'22"E a distance of 2,565.56 feet; Thence S13°56'09"W a distance of 1,953.90 feet; Thence S12°51'59"E a distance of 1,862.33 feet; Thence S71°59'01"W a distance of 448.53 feet; Thence N45°00'57"W a distance of 266.60 feet; Thence S69°50'23"W a distance of 1,104.27 feet; Thence S28°10'55"E a distance of 1,272.60 feet; Thence S62°45'03"W a distance of 4,638.30 feet; Thence S82°12'01"W a distance of 711.48 feet; Thence S81°38'00"W a distance of 5,167.82 feet; Thence N77°54'41"W a distance of 707.32 feet; Thence N89°28'15"W a distance of 299.98 feet to a point on the East right-of-way line for State Road No. 31; Thence along the East right-of-way line for State Road No. 31, the following courses and distances: S00°31'45"W a distance of 4,197.71 feet, S00°26'10"W a distance of 5,282.33 feet and S00°36'46"W a distance of 5,337.00 feet to the Point of Beginning.

Containing 13,630.60 acres, more or less.

Dimensions and acreage shown are grid values.

Bearings hereinabove mentioned are based on the South line of Section 31, Township 42 South, Range 26 East to bear S89°41'45"E.

S:\20056201-01\Charlotte-Sketch and Description.dwg (11x14-P (3)) sp Oct 23, 2007 - 7:58am

JOHNSON
ENGINEERING

251 WEST HICKPOCHEE AVENUE
LABELLE, FLORIDA 33935
PHONE (863) 612-0584
FAX (863) 612-0341
E.B. #642 & L.B. #642

Babcock Ranch Community
Sketch Of Description

DATE	PROJECT NO.	FILE NO.	SCALE	SHEET
January 2007	20055693-602	31-42-26	As Shown	3

EXHIBIT "B"
(Master Concept Plan – Map H)

12/13/07

**FIXED AND VARIABLE DEVELOPMENT CRITERIA FOR PROPOSED DEVELOPMENT OF +/- 13,630.6 ACRES LOCATED ON S.R. 31 IN CHARLOTTE COUNTY
BABCOCK RANCH**

FIXED DEVELOPMENT CRITERIA

1. Development of the subject property shall not exceed:
17,870 dwelling units in Charlotte Co.;
6,000,000 square feet of non-residential uses, including commercial/office/retail space, light industrial, government/civic space (not including schools or churches), assisted living units, hospital beds, and hotel rooms.
Ancillary facilities such as education service center, library, park buildings, schools, places of worship, and university research facilities and regional and community park sites will not be attributed to other development components and will not require use of the equivalency matrix.
2. Agricultural uses shall be permitted throughout the Babcock Ranch Community.
3. There shall be a minimum of thirty-five (35%) percent Open Space provided overall.
4. All development of the subject property, as it relates to the defined development forms, design standards and provisions and uses common to the district, shall be in conformance with the Babcock Ranch Overlay Zoning District (Ordinance No. 2006-058) as may be amended.
5. Open Space/Conservation Easements shall be addressed during subsequent incremental submissions, and recorded in the Public Records following final permitting.

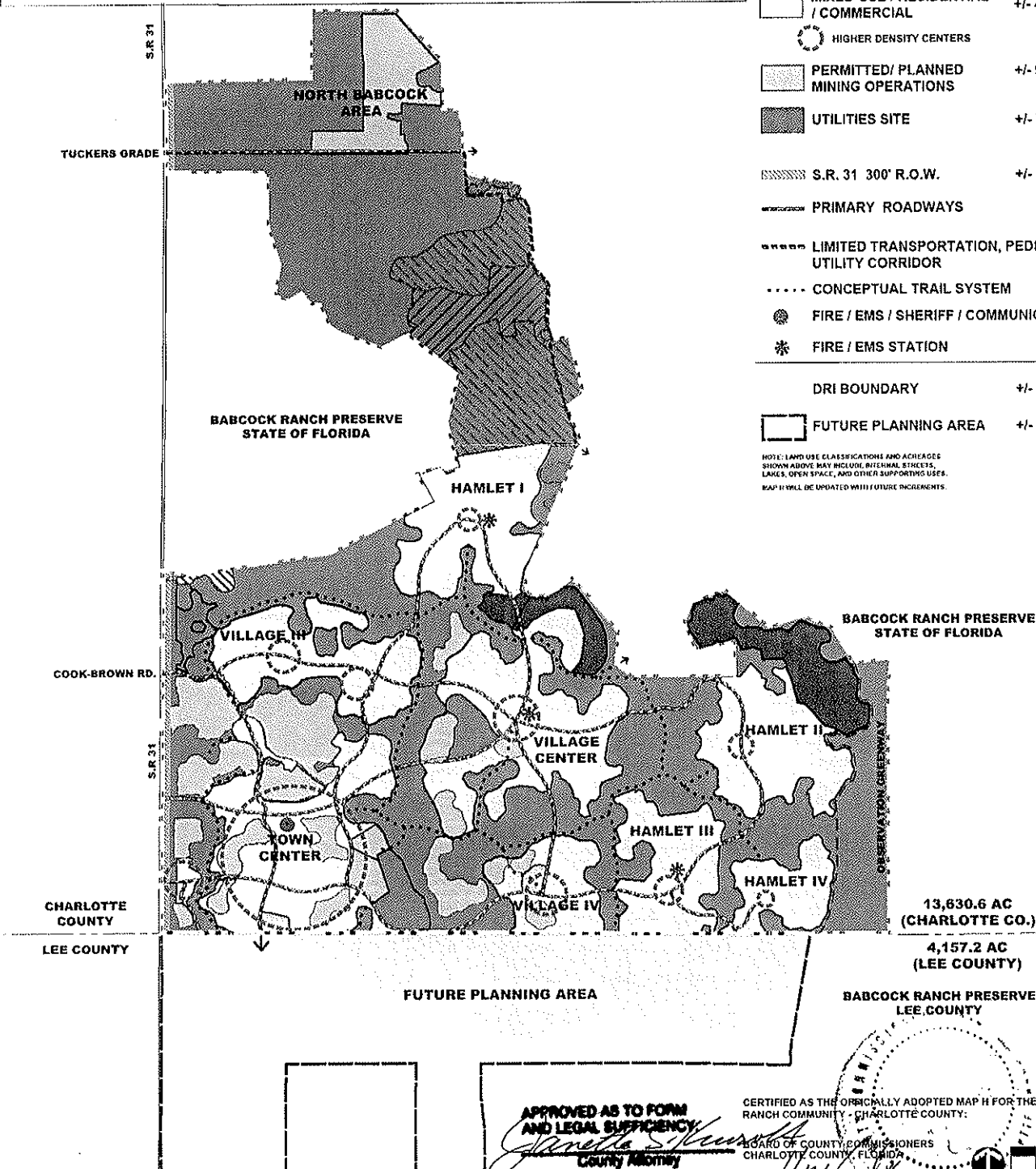
VARIABLE DEVELOPMENT CRITERIA

1. The following items will be reviewed during subsequent incremental reviews and/or final permitting:
a. Final acreages of all proposed uses;
b. Native habitat preservation, alteration, enhancement, mitigation, and conservation acreages may be modified based on stormwater lake design, other engineering requirements and final permitting;
c. The final location and allocation of civic facilities (i.e. Internal parks, schools, emergency services buildings, etc.);
d. The internal road alignments and circulation;
e. The configuration and detail associated with the agriculture areas;
f. The final location, allocation, alignment and use of the conceptual trail system;
g. The location of vehicular access points, including existing temporary entry ways, to external public roadways; and
h. The limited transportation, pedestrian, and utility corridor between Hamlet I and North Babcock Area.
2. The existing mining operations, including areas currently planned or permitted, will be allowed to continue, consistent with mining permits for these areas. Additional mining areas may be allowed consistent with subsequent permitting. These areas will be shown on updated maps provided through the DRI monitoring process or through subsequent DRI increments.
3. The boundaries of the areas shown as "Mixed Use/Residential/Commercial", including Town Center, Village Centers, and Hamlet Centers, are conceptual in nature, and may be modified through the subsequent incremental review process. Specific uses to support "mixed use" or "residential" or "commercial," including, but not limited to parking, stormwater lakes, preservation areas, parks or other space, may be identified and refined during subsequent incremental review and/or through subsequent permitting consistent with local Land Development Regulations.

DRI LAND USE SUMMARY

	GREENWAYS/ FLOWWAYS/ AGRICULTURE	+/- 6,852.6 AC
	302 ACRE CONSERVATION EASEMENT CORRIDOR	
	FUTURE CONSERVATION AREA/ AGRICULTURE	
	NORTH BABCOCK AREA	+/- 350 AC
<small>NOTE: INCLUDES ECO TOURISM LODGE, ENVIRONMENTAL EDUCATION AND RESEARCH CENTER, 10000 STABLES AND EQUUS TRAIL FACILITY AND ACCESSORY USES, A GEMINAL STORE, AN RV PARK, AND A 4-H CAMP, ALL KNOWN AS EDUCATION AND RECREATION USES.</small>		
	17 ACRE FGU ENVIRONMENTAL EDUCATION AND RESEARCH CENTER	
	CHARLOTTE CO. SCHOOLS	+/- 165 AC
	25 ACRE CHARLOTTE CO. EDUCATIONAL SERVICES	
	HIGHER EDUCATION	+/- 50 AC
<small>NOTE: INCLUDES FGU ECOLOGICAL RESEARCH CENTER.</small>		
	MAJOR PARKS	+/- 178 AC
	RECREATION	+/- 487 AC
	MIXED-USE / RESIDENTIAL / COMMERCIAL	+/- 4,412 AC
	HIGHER DENSITY CENTERS	
	PERMITTED/ PLANNED MINING OPERATIONS	+/- 934 AC
	UTILITIES SITE	+/- 75 AC
	S.R. 31 300' R.O.W.	+/- 127 AC
	PRIMARY ROADWAYS	
	LIMITED TRANSPORTATION, PEDESTRIAN, AND UTILITY CORRIDOR	
	CONCEPTUAL TRAIL SYSTEM	
	FIRE / EMS / SHERIFF / COMMUNICATION TOWER	
	FIRE / EMS STATION	
	DRI BOUNDARY	+/- 13,630.6 AC
	FUTURE PLANNING AREA	+/- 4,157.2 AC

NOTE: LAND USE CLASSIFICATIONS AND ACREAGES SHOWN ABOVE MAY INCLUDE RESIDENTIAL STREETS, LAKES, OPEN SPACE, AND OTHER SUPPORTING USES.
MAP H WILL BE UPDATED WITH FUTURE INCREMENTS.



Attest:
Barbara T. Scott, Clerk of
Circuit Court and Ex-officio
Clerk of the Board of County
Commissioners
Charlotte County, Florida
Deputy Clerk

**APPROVED AS TO FORM
AND LEGAL SUFFICIENCY**
[Signature]
County Attorney

**CERTIFIED AS THE OFFICIALLY ADOPTED MAP H FOR THE BABCOCK
RANCH COMMUNITY - CHARLOTTE COUNTY.**
BOARD OF COUNTY COMMISSIONERS
CHARLOTTE COUNTY, FLORIDA

EXHIBIT "C"

The following indicates which application questions are to be addressed only in the Master DRI Application and which questions are to be addressed in both the AMDA ("Master") and the AIDA's ("Increment"). It also indicates those instances where only documentation required by the corresponding Incremental Review provision of this Master Development Order is to be provided ("Documentation").

AMDA and AIDA Questionnaire Responses

Question	1, Statement of Intent	Master, Increment
Questions	2, 3 Applicant Information	Master, Increment
Question	4, Notarized Authorization	Master, Increment
Question	5, Legal Description	Master, Increment
Question	6, Binding Letter Status	Master
Question	7, Local Government Jurisdiction	Master, Increment
Question	8, Permitting Status	Master, Increment
Question	9, Maps (All)	Master
Question	9, Maps B, F, G, H, I, J.....	Increment
Question	10, Part 1, Project Description.....	Master, Increment
Question	10, Part 2, Comprehensive Plan	Master, Documentation
Question	10, Part 3, Demographics	Master
Question	10, Part 4, Impact Summary	Master
Question	11, Revenue Generation	Master, Documentation
Question	12, Vegetation and Wildlife	Master, Increment
Question	13, Wetlands.....	Master, Increment
Question	14, Water	Master, Increment
Question	15, Soils	Master
Question	16, Floodplains	Master, See Stormwater Management
Question	17, Water Supply	Master, Increment
Question	18, Wastewater Management	Master, Documentation
Question	19, Stormwater Management	Master, Increment
Question	20, Solid Waste.....	Master, Documentation
Question	20, Hazardous Waste	Master, Increment
Question	21, Transportation	Master, Increment
Question	22, Air.....	Master
Question	23, Hurricane Preparedness.....	Master, Documentation
Question	24, Housing	Master, Documentation
Question	25, Police and Fire Protection	Master, Documentation
Question	26, Recreation/Open Space	Master, Documentation
Question	27, Education.....	Master, Documentation
Question	28, Health Care	Master, Documentation
Question	29, Energy	Master, Documentation
Question	30, Historical/Archaeological.....	Master, Documentation

Summary of Land Dedication & Facilities Construction

Site & Building Dedication/Construction Time Line

Public Facilities Required	Aggregate Site Dedication (acre)	Number of Sites (#)	Shell Bldg Required (s.f.)	Criteria for County Facility Opening (by C/O)	The criteria for determining public facility shell completion and/or land dedication shall be by certificate of occupancy ("C/O") referenced below.			
Parks, Recreation and Cultural Resources					Community Park Building and park site improvements by the 5,900th du/C.O.			
Community Park/Regional Park	77.9	1	6500 *1	5,900th C/O	1-Neighborhood Park #1 w/ Pav & restrooms (500th C/O within Neighborhood).	2- Neighborhood Park #2&3 w/ Pav & restrooms (500th C/O within Neighborhood).	2-Neighborhood Park #4&5 w/ Pav & restrooms (500th C/O within Neighborhood).	2-Neighborhood Park #6&7 w/ Pav & restrooms (500th C/O within Neighborhood).
Neighborhood Parks (Village Parks)	58.4	7	2500 *2	500th C/O *5	As Neighborhoods develop	As Neighborhoods develop	As Neighborhoods develop	As Neighborhoods develop
Mini Parks *8	19.5	11						
Library Component	15.0	1	24000 *3 15,000 (County participation)	10,000th C/O		Phase I - 20,000 sf building by the 10,000th du/C.O. *9	Phase II Library by the 15,000th C/O	
Regional park and community park to be centrally located	100.0	1	6,500 *1	5,900th C/O		Regional Park Building and park site improvements by the 5,900th du/C.O.		
Fire/Rescue/Law Enforcement					EMS Transport Vehicle by the 500th C/O			
Site #1	5.5	1	17,300 (9,300 sf for Sheriff; 8,000 sf for Fire)	EMS vehicle by 500th C/O - Combined Fire Station and Sheriff facilities by 5,000th C/O	17,300 combined Fire Station and Sheriff facilities by the 5,000th C/O.*10			
Site #2	1.5	1	6,500	2nd Fire Station 10,000th C/O		6,500 sf Fire Station by the 10,000th C/O		
Site #3	1.5	1	6,500	3rd Fire Station 15,000th C/O			6,500 sf Fire Station by the 15,000th C/O	
Site #4	1.5	1	6,500	4th Fire Station 17,000th C/O				6,500 sf Fire Station by the 17,000th C/O
Fire & Police Communications Tower Site *11	0.25	1		Site identification and dedication by 5,000th C/O (will be located adjacent to the combined fire/sheriff site)				
The District will provide an interim fully operational office trailer (24'W x 60' overall L). The trailer will be located next to the fire station currently located on SR 31 and will utilize the currently available utilities serving the existing fire station.					Interim sub-station Sheriff's trailer			
Public Facilities					Will be operational by the issuance of the first land development permit. *12			
County Annex - "County Hall"			20,000	By the issuance of the 7,000th C/O *14	The County Hall building will be operational by the issuance of the 7,000th C/O			
Solid Waste								
Site #1	6.0	1	n/a	Prior to the issuance of the 1st C/O				
Extension Services								
Site #1	24.0	1	n/a	Prior to the issuance of the 1st C/O				
Mosquito Control pre-fab bldg.	1.0	1	3000 *7	Prior to the issuance of the 100st C/O	Prior to the issuance of the 100st C/O			
Site#2	1.0	1	n/a	Prior to the issuance of the 1st C/O				
Total page 1	313.05							

Summary of Land Dedication & Facilities Construction

Public Facilities Required	Aggregate Site Dedication Acreage	Number of Sites	Shell Bldg Square footage Required	Criteria for County Facility Opening
Schools *6				School Board criteria for land dedication
Elementary Schools	60 (20 per school)	3	n/a	*6 By approval of the plat within which the site is located.
Middle Schools	30.0	1	n/a	By approval of the plat within which the site is located.
High Schools	50.0	1	n/a	By approval of the plat within which the site is located.
Educational Service Center	25.0	1	n/a	Dedication along with the 1st school site dedication- see above
sub-total page 2	165.0			
Grand total pages 1 & 2	478.05			

Site & Building Dedication Time Line

The phase reference above is an estimate only. The criteria for determining public facility shell completion and/or land dedication shall be by certificate of occupancy ("C/O")

5,900 C/O or before if requested by School Board.	8,700 C/O or before if requested by School Board.	13,000 C/O or before if requested by School Board.
	8,700 C/O or before if requested by School Board.	
		11,000 C/O or before if requested by School Board.
5,900 C/O or before if requested by School Board.		

Notes to exhibit 'H'

*1 Community park bldg improvements to include community center plus pavilion and restrooms.

*2 Neighborhood parks (village park) to include pavilion and restrooms.

*3 Phased Library option. The developer shall be required to fund the construction of a 24,000 sf library shell building. The County may desire to construct a library facility totaling 40,000 sf. The County and the developer agree to cooperate, with respect to the design, construction and funding of this library facility. The developer shall fund the library shell building costs for 24,000 sf and the County shall fund the construction of the library shell building costs for 16,000 sf, in addition to the construction completion of the library facility described herein.

*4

*5 Must be completed and turned over prior to the 500th C/O for the village, within which it is located.

*6 First school may be developed as an interim school within a commercial building, located within the Town Center or in some other facility, agreed to between the School Board and the District. The school board and the District shall determine the timing of the dedication of the required school sites and the educational service center, required above, during the DRI review process. During the DRI process the School Board and the District will negotiate an agreement for the bonded construction, leaseback and sale of the buildings pursuant to the issuance of bonds by the District for said construction.

*7 Pre-fab building to include two offices, two bays for vehicle and equipment and chemical storage. This facility shall be ADA compliant and shall include all required utilities, parking and landscaping.

*8 Mini parks required herein shall be designed, developed and maintained by the Developer, the District or the master property owner's association. The mini parks shall not be dedicated to the County.

*9

*10 The first fire station building will be co-located with the sheriff's sub-station facility

*11 A communication tower site for the exclusive use of the Fire/EMS and Sheriff's department will be located adjacent to the combined fire/sheriff facility and will be deeded to the County by the issuance of the 5,000th residential C/O.

*12 A interim sheriff's sub-station office trailer (24'W x 60' overall length) will be located next to the existing fire station site located on SR 31. The interim trailer will connect to the utilities that service the existing fire station. The trailer will be fully operational by the issuance of the first land development permit and will be terminated upon the opening of the combined fire/Sheriff's combined facility.

*14 A County Annex building will be constructed per the shell requirements of the Developer's Agreement. This facility will be designed as a gathering place for community residents and as County Commission and key staff satellite offices. Appropriate operations shall be served from this facility. The District may choose to construct the shell building earlier than the 7,000th C/O, following which the District will be responsible to maintain the exterior of the building and all site improvements constructed to support the County Annex building, until the building is completed and occupied by the County (7,000 C/O). The County, at its option, may increase the size of the County Annex and fund said expansion.

General Notes:

- 1) All dedications and construction, required under this schedule, shall be completed and turned over based on a dwelling unit certificate of occupancy use threshold required above.
- 2) The shell building construction required above, shall be completed by the Developer one (1) year prior to the issuance of the C/O, referenced in the column entitled "Criteria for County Facility Opening".

EXHIBIT "E"**Florida Exotic Pest Plant Council's 2007 List of Invasive Plant Species****CATEGORY I**

Invasive exotics that are altering native plant communities by displacing native species, changing community structures or ecological functions, or hybridizing with natives. This definition does not rely on the economic severity or geographic range of the problem, but on the documented ecological damage caused.

Scientific Name	Common Name
<i>Abrus precatorius</i>	rosary pea
<i>Acacia auriculiformis</i>	earleaf acacia
<i>Albizia julibrissin</i>	mimosa, silk tree
<i>Albizia lebbek</i>	woman's tongue
<i>Ardisia crenata</i>	coral ardisia
(= <i>A. crenulata</i> misapplied)	
<i>Ardisia elliptica</i>	shoebutton ardisia
(= <i>A. humilis</i> misapplied)	
<i>Asparagus aethiopicus</i> (= <i>A. sprengeri</i> ; <i>A. densiflorus</i> misapplied)	asparagus-fern
<i>Bauhinia variegata</i>	orchid tree
<i>Bischofia javanica</i>	bishopwood
<i>Calophyllum antillanum</i> (= <i>C. calaba</i> and <i>C. inophyllum</i> misapplied)	Santa maria (names "mast wood," "Alexandrian laurel" used in cultivation
<i>Casuarina equisetifolia</i>	Australian-pine, beach sheoak
<i>Casuarina glauca</i>	suckering Australian- pine, gray sheoak
<i>Cinnamomum camphora</i>	camphor tree
<i>Colocasia esculenta</i>	wild taro
<i>Colubrina asiatica</i>	lather leaf
<i>Cupaniopsis anacardioides</i>	carrotwood
<i>Dioscorea alata</i>	winged yam
<i>Dioscorea bulbifera</i>	air-potato
<i>Eichhornia crassipes</i>	water-hyacinth
<i>Eugenia uniflora</i>	Surinam cherry
<i>Ficus microcarpa</i> (<i>F. nitida</i> and <i>F. retusa</i> var. <i>nitida</i> misapplied)	laurel fig
<i>Hydrilla verticillata</i>	hydrilla
<i>Hygrophilia polysperma</i>	green hygro
<i>Hymenachne amplexicaulis</i>	West Indian marsh grass
<i>Imperata cylindrica</i> (<i>I. brasiliensis</i> misapplied)	cogon grass
<i>Ipomoea aquatica</i>	waterspinach
<i>Jasminum dichotomum</i>	gold coast jasmine
<i>Jasminum fluminense</i>	Brazilian jasmine
<i>Lantana camara</i>	lantana, shrub verbena
<i>Ligustrum lucidum</i>	glossy privet
<i>Ligustrum sinsense</i>	Chinese privet, hedge privet
<i>Lonicera japonica</i>	Japanese honeysuckle

Florida Exotic Pest Plant Council's 2007 List of Invasive Plant Species
Category I (continued)

Scientific Name	Common Name
<i>Ludwigia peruviana</i>	Peruvian primrosewillow
<i>Lygodium japonicum</i>	Japanese climbing fern
<i>Lygodium microphyllum</i>	Old World climbing fern
<i>Macfadyena uniguis-cati</i>	cat's claw vine
<i>Manilkara zapota</i>	sapodilla
<i>Melaleuca quinquenervia</i>	melaleuca, paper bark
<i>Mimosa pigra</i>	catclaw mimosa
<i>Nandina domestica</i>	nandina, heavenly bamboo
<i>Nephrolepis cordifolia</i>	sword fern
<i>Nephrolepis multiflora</i>	Asian sword fern
<i>Neyraudia reynaudiana</i>	burma reed, cane grass
<i>Paederia cruddasiana</i>	sewer vine, onion vine
<i>Paederia foetida</i>	skunk vine
<i>Panicum repens</i>	torpedo grass
<i>Pennisetum purpureum</i>	napier grass
<i>Pistia stratiotes</i>	waterlettuce
<i>Psidium cattleianum</i> (=P. littorale)	strawberry guava
<i>Psidium guajava</i>	guava
<i>Pueraria montana</i> var. <i>lobata</i> (=P. lobata)	kudzu
<i>Rhodomirtus tomentosa</i>	downy rose-myrtle
<i>Rhynchelytrum repens</i> (=Melinis repens)	natal grass
<i>Ruellia tweediana</i> (=R. brittoniana, R. coerulea)	Mexican petunia
<i>Sapium sebiferum</i> (=Tridaca sebifera)	popcorn tree, Chinese tallow tree
<i>Scaevola taccada</i> (=Scaevola sericea, S. frutescens)	scaevola, half-flower, beach naupaka
<i>Schefflera actinophylla</i> (=Brassaia actinophylla)	schefflera, Queensland umbrella tree
<i>Schinus terebinthifolius</i>	Brazilian pepper
<i>Senna pendula</i> var. <i>glabrata</i> (=Cassia coluteoides)	climbing cassia, Christmas cassia, Christmas senna
<i>Solanum tampicense</i> (=S. houstonii)	wetland nightshade, aquatic soda apple
<i>Solanum viarum</i>	tropical soda apple
<i>Syngonium podophyllum</i>	arrowhead vine
<i>Syzygium cumini</i>	jambolan plum, Java plum
<i>Tectaria incisa</i>	incised halberd fern
<i>Thespesia populnea</i>	seaside mahoe
<i>Tradescantia fluminensis</i>	white-flowered wandering jew
<i>Urochloa mutica</i> (=Brachiaria mutica)	para grass

Florida Exotic Pest Plant Council's 2007 List of Invasive Plant Species

CATEGORY II

Invasive exotics that have increased in abundance or frequency but have not yet altered Florida plant communities to the extent shown by Category I species. These species may become ranked Category I, if ecological damage is demonstrated.

Scientific Name	Common Name
<i>Adenanthera pavonina</i>	red sandalwood
<i>Agave sisalana</i>	sisal hemp
<i>Aleurites fordii</i> (= <i>Vernicia fordii</i>)	tung oil tree
<i>Alstonia macrophylla</i>	devil tree
<i>Alternanthera philoxeroides</i>	alligator weed
<i>Antigonon leptopus</i>	coral vine
<i>Aristolochia littoralis</i>	calico flower
<i>Asystasia gangetica</i>	Ganges primrose
<i>Begonia cucullata</i>	wax begonia
<i>Blechum pyramidatum</i>	green shrimp plant, Browne's blechum
<i>Broussonetia papyrifera</i>	paper mulberry
<i>Callisia fragrans</i>	inch plant, spironema
<i>Casuarina cunninghamiana</i>	river sheoak, Australian-pine
<i>Cecropia palmate</i>	trumpet tree
<i>Cestrum diurnum</i>	day jessamine
<i>Chamaedorea seifrizii</i>	bamboo palm
<i>Clematis terniflora</i>	Japanese clematis
<i>Cryptostegia madagascariensis</i>	rubber vine
<i>Cyperus involucratus</i>	umbrella plant
(<i>C. alternifolius</i> misapplied)	
<i>Cyperus prolifer</i>	dwarf papyrus
<i>Dalbergia sissoo</i>	Indian rosewood, sissoo
<i>Elaeagnus pungens</i>	silverthorn, thorny olive
<i>Epipremnum pinnatum</i> cv. <i>Aureum</i>	pothos
<i>Ficus altissima</i>	false banyan, council tree
<i>Flacourtia indica</i>	governor's plum
<i>Hemarthria altissima</i>	limpo grass
<i>Hibiscus tiliaceus</i> (= <i>Talipariti tiliceum</i>)	mahoe, sea hibiscus
<i>Ipomoea fistulosa</i> (= <i>I. carnea</i> ssp. <i>fistulosa</i>)	shrub morning-glory
<i>Jasminum sambac</i>	Arabian jasmine
<i>Kalanchoe pinnata</i>	life plant
<i>Koelreuteria elegans</i> ssp. <i>formosana</i> (= <i>K. formosana</i> ; <i>K. paniculata</i> misapplied)	flamegold tree
<i>Leucaena leucocephala</i>	lead tree
<i>Limnophila sessiliflora</i>	Asian marshweed
<i>Livistona chinensis</i>	Chinese fan palm
<i>Melia azedarach</i>	Chinaberry
<i>Melinis minutiflora</i>	Molassesgrass
<i>Merremia tuberosa</i>	wood-rose

Florida Exotic Pest Plant Council's 2007 List of Invasive Plant Species
Category II (continued)

Scientific Name	Common Name
<i>Murraya paniculata</i>	orange-jessamine
<i>Myriophyllum spicatum</i>	Eurasian water-milfoil
<i>Nymphoides cristata</i>	snowflake
<i>Panicum maximum</i>	Guinea grass
<i>Passiflora biflora</i>	two-flowered passion vine
<i>Pennisetum setaceum</i>	green fountain grass
<i>Phoenix reclinata</i>	Senegal data palm
<i>Phyllostachys aurea</i>	golden bampoo
<i>Pittosporum pentandrum</i>	Philippine pittosporum, Taiwanese cheesewood
<i>Pteris vittata</i>	Chinese brake fern
<i>Ptychosperma elegans</i>	solitaire palm
<i>Rhoeo spathacea</i> (see <i>Tradescantia</i> <i>spathacea</i>)	
<i>Ricinus communis</i>	castor bean
<i>Rotala rotundifolia</i>	roundleaf toothcup, dwarf Rotala
<i>Sansevieria hyacinthoides</i>	bowstring hemp
<i>Scleria lacustris</i>	Wright's nutrush
<i>Sesbania punicea</i>	purple sesban, rattlebox
<i>Solanum diphyllum</i>	two-leaf nightshade
<i>Solanum jamaicense</i>	Jamaica nightshade
<i>Solanum torvum</i>	susumber, turkey berry
<i>Sphagneticola trilobata</i> (= <i>Wedelia</i> <i>trilobata</i>)	wedelia
<i>Stachytarpheta cayennensis</i> (= <i>S. urticifolia</i>)	nettle-leaf porterweed
<i>Syagrus romanzoffiana</i> (= <i>Arecastrum</i> <i>romanzoffianum</i>)	queen palm
<i>Syzygium jambos</i>	rose-apple
<i>Terminalia catappa</i>	tropical-almond
<i>Terminalia muelleri</i>	Australian-almond
<i>Tradescantia spathacea</i> (= <i>Rhoeo</i> <i>spathacea</i> , <i>Rhoeo discolor</i>)	oyster plant
<i>Tribulus cistoides</i>	puncture vine, burr-nut
<i>Urena lobata</i>	Caesar's weed
<i>Vitex trifolia</i>	simple-leaf chaste tree
<i>Washingtonia robusta</i>	Washington fan palm
<i>Wedelia</i> (see <i>Sphagneticola</i> above)	
<i>Wisteria sinensis</i>	Chinese wisteria
<i>Xanthosoma sagittifolium</i>	malanga, elephant ear

EXHIBIT F
BABCOCK RANCH COMMUNITY AMDA
MASTER (BUILDOUT - 2030) ROADWAY NETWORK
Page 1 of 3

(1)
Initial Internal Capture Rate - 22%
(Transportation Condition B.1)(c))

SIGNIFICANTLY IMPACTED ROADWAYS			ADVERSE IMPACTS	POTENTIALLY BACKLOGGED ROAD (2)	E+C # OF LANES	RECOMMENDED IMPROVEMENTS
Roadway	From	To				
Charlotte County						
SR 31	Lee County Line	Project Entrance	Y	--	2	6 Lanes with E-W Corridor
	Project Entrance	CR 74	Y	Y	2	4 Lanes
	CR 74	DeSoto County Line	Y	Y	2	6 Lanes
I-75	Lee County Line	Tuckers Grade	Y	Y	4	8 Lanes
	Tuckers Grade	N. Jones Loop Road	Y	Y	4	10 Lanes
	N. Jones Loop Road	US 17	Y	Y	4	10 Lanes
	US 17	Harborview Road	Y	Y	4	10 Lanes
	Harborview Road	Kings Highway	Y	Y	4	6 Lanes
US 41	Lee County Line	Zemel Road	Y	Y	4	6 Lanes
	Zemel Road	Oil Well Road	Y	Y	4	8 Lanes or 6 Lanes & I-75 Improvements
	Oil Well Road	Notre Dame Boulevard	Y	Y	4	8 Lanes or 6 Lanes & I-75 Improvements
	Notre Dame Boulevard	Taylor Road	Y	Y	4	6 Lanes
	Taylor Road	Acline Road	Y	Y	4	10 Lanes or 6 Lanes & I-75 Improvements
	Burnt Store Road	Acqui Esta Drive	Y	Y	4	10 Lanes or 6 Lanes & I-75 Improvements
	Acqui Esta Drive	Airport Road	--	--	--	--
	Airport Road	Henry Street	Y	Y	4	6 Lanes
	Henry Street	Northbound/Southbound Split	Y	Y	4	6 Lanes
Burnt Store Road	Acline Road	US 41	Y	Y	2	6 Lanes
	US 41	Taylor Road	Y	Y	2	4 Lanes
Taylor Road	US 41-South	Acline Road	Y	Y	2	4 Lanes
	Acline Road	N. Jones Loop Road	Y	Y	2	4 Lanes
	Burnt Store Road	Airport Road	Y	Y	2	4 Lanes
CR 74	US 17	SR 31	Y	Y	2	4 Lanes
	SR 31	Glades County Line	Y	Y	2	4 Lanes
US 17	Marion Avenue	I-75	--	--	--	--
	I-75	CR 74	--	--	--	E-W Corridor
E. Marion Avenue	US 41	US 17	--	--	--	--
Florida Street	Airport Road	Carmalita Street	--	--	--	--
Airport Road	Taylor Road	I-75 Bridge	--	--	--	--
Hendry County						
North River Road	Lee County Line	CR 78 E&W	Y	Y	4	6 Lanes
SR 80	Lee County Line	CR 78A	Y	Y	4	6 Lanes
DeSoto County						
SR 31	Charlotte County Line	SR 70	Y	Y	2	6 Lanes
Glades County						
CR 74	Charlotte County Line	SR 29	Y	Y	2	4 Lanes
Lee County						
Ballard Road	Ortiz Avenue	Nuna Avenue	--	--	--	--
	Nuna Avenue	Marsh Avenue	Y	Y	2	4 Lanes
Bayshore Road	US 41	Business 41	Y	Y	4	6 Lanes
	Business 41	Hart Road	Y	Y	4	6 Lanes with New E-W Corridor
	Hart Road	Slater Road	Y	Y	4	6 Lanes with New E-W Corridor
	Slater Road	I-75	Y	Y	4	6 Lanes with New E-W Corridor
	I-75	Nalle Road	Y	Y	2	6 Lanes with New E-W Corridor
	Nalle Road	SR 31	Y	Y	2	6 Lanes with New E-W Corridor
Broadway Road	SR 80	North River Road	Y	Y	2	By-Pass and/or 6L SR 31 Bridge
Buckingham Road	SR 82	Gunnery Road	Y	Y	2	--
	Gunnery Road	Orange River Boulevard	Y	Y	2	6 Lanes
	Orange River Boulevard	SR 80	Y	Y	2	6 Lanes
Business 41	Pine Island Road	Pondella Road	--	--	--	--
	Pondella Road	SR 80	--	--	--	--
Colonial Boulevard	Metro Parkway	Veronica Shoemaker Blvd.	--	--	--	--
	Veronica Shoemaker Blvd.	Winkler Avenue	Y	Y	6	10 Lanes or Expressway/Limited Access
	Winkler Avenue	Ortiz Avenue	Y	Y	6	10 Lanes or Expressway/Limited Access
	Ortiz Avenue	I-75	Y	Y	6	--
Del Prado Boulevard	Slater Road	Hart Road	--	--	--	--
	Hart Road	US 41	--	--	--	--
	US 41	Kismet Parkway	--	--	--	--
Evans Avenue	SR 82	Hanson Street	--	--	--	--
Fowler Street	SR 82	Hanson Street	--	--	--	--
	Hanson Street	Winkler Avenue	--	--	--	--
	Winkler Avenue	Colonial Boulevard	--	--	--	--
Gunnery Road	Buckingham Road	Lee Boulevard	--	--	--	--
	Lee Boulevard	SR 82	--	--	--	--
I-75	Pine Ridge Road	Immokalee Road	Y	Y	6	8 Lanes
	Immokalee Road	Bonita Beach Road	Y	Y	6	8 Lanes
	Bonita Beach Road	Corkscrew Road	Y	Y	6	8 Lanes
	Corkscrew Road	Alico Road	Y	Y	6	8 Lanes
	Alico Road	Daniels Parkway	Y	Y	6	8 Lanes
	Daniels Parkway	Colonial Boulevard	Y	Y	6	8 Lanes
	Colonial Boulevard	SR 82	Y	Y	4	8 Lanes
	SR 82	Luckett Road	Y	Y	4	8 Lanes
	Luckett Road	SR 80	Y	Y	4	8 Lanes
	SR 80	Bayshore Road	Y	Y	4	8 Lanes
Joel Boulevard	SR 80	16th Street	Y	Y	2	4 Lanes
	16th Street	12th Street	--	--	--	--
	12th Street	Bell Boulevard	--	--	--	--
Leeland Heights Blvd.	Bell Boulevard	Lee Boulevard	Y	Y	4	6 Lanes
Luckett Road	I-75	Ortiz Avenue	Y	Y	4	--
	Ortiz Avenue	Nuna Avenue	--	--	--	--
Marsh Avenue	SR 80	Michigan Avenue	--	--	--	--
Michigan Avenue	Marsh Avenue	V. S. Shoemaker Blvd.	--	--	--	--
	V. S. Shoemaker Blvd.	Seaboard Street	--	--	--	--

EXHIBIT F (Continued)
BABCOCK RANCH COMMUNITY AMDA
MASTER (BUILDOUT - 2030) ROADWAY NETWORK
 Page 2 of 3

(1)
Initial Internal Capture Rate - 22% (Continued)
(Transportation Condition B.1)(c))

SIGNIFICANTLY IMPACTED ROADWAYS			ADVERSE IMPACTS	POTENTIALLY BACKLOGGED ROAD (2)	E+C # OF LANES	RECOMMENDED IMPROVEMENTS
Roadway	From	To				
Lee County Continued						
North River Road	SR 31	Project Entrance	Y	Y	2	6 Lanes or 4 Lanes & SR 80 Improvements
	Project Entrance	Olga Road	Y	Y	2	6 Lanes or 4 Lanes & SR 80 Improvements
	Olga Road	Alva Bridge	Y	Y	2	6 Lanes or By-Pass or By-Pass & SR 80 Improvements
	Alva Bridge	Hendry County Line	--	--	--	--
Ortiz Avenue	SR 80	Luckett Road	Y	--	4	6 Lanes
	Luckett Road	SR 82	Y	--	4	6 Lanes
	SR 82	Hanson Street	Y	Y	4	6 Lanes
	Hanson Street	Colonial Boulevard	Y	Y	4	6 Lanes
Orange River Boulevard	SR 80	Staley Road	Y	Y	2	4 Lanes
	Staley Road	Buckingham Road	Y	Y	2	4 Lanes
Park Avenue	First Street	Second Street	--	--	--	--
Pine Island Road	NE 24th Avenue	US 41	--	--	--	--
	Del Prado Boulevard	NE 24th Avenue	Y	Y	4	6 Lanes
	Tropicana Parkway	Del Prado Boulevard	Y	Y	6	6 Lanes and I-75 Improvements
Six Mile Cypress Parkway	Colonial Boulevard	Challenger Boulevard	Y	Y	6	6 Lanes and I-75 Improvements
	Challenger Boulevard	Winkler Avenue	--	--	--	--
	Winkler Avenue	Daniels Parkway	--	--	--	--
Slater Road	Nalle Grade Road	Del Prado Boulevard	--	--	--	--
	Del Prado Boulevard	Bayshore Road	--	--	--	--
SR 31	SR 80	Bayshore Road	Y	Y	2	6 Lanes
	Bayshore Road	North River Road	Y	Y	2	6 Lanes with New E-W Corridor
	North River Road	Project Entrance	Y	Y	2	6 Lanes with New E-W Corridor
	Project Entrance	Charlotte County Line	Y	Y	2	6 Lanes with New E-W Corridor
SR 82	V. S. Shoemaker Blvd.	Michigan Link	Y	Y	2	6 Lanes
	Ortiz Avenue	I-75	Y	Y	6	4 Lanes Hanson Street and Edison Avenue
	I-75	Buckingham Road	Y	Y	6	4 Lanes Hanson Street and Edison Avenue
SR 80	Fowler Street	Park Avenue	--	--	--	--
	Park Avenue	Seaboard Street	--	--	--	--
	Seaboard Street	V. S. Shoemaker Blvd.	Y	Y	4	6 Lanes and/or New E-W Corridor
	V. S. Shoemaker Blvd.	Ortiz Avenue	Y	Y	4	6 Lanes and/or New E-W Corridor
	Ortiz Avenue	I-75	Y	Y	4	6 Lanes and/or New E-W Corridor
	I-75	SR 31	Y	Y	6	SR 78 Improvement / E-W Corridor
SR 31	SR 31	Tropic Avenue	Y	Y	4	6 Lanes / North River Rd. Improvements
	Tropic Avenue	Buckingham Road	Y	Y	4	6 Lanes / North River Rd. Improvements
	Buckingham Road	Hickey Creek	Y	Y	4	6 Lanes / North River Rd. Improvements
	Hickey Creek	Alva Bridge	Y	Y	4	6 Lanes / North River Rd. Improvements
	Alva Bridge	Joel Boulevard	Y	Y	4	6 Lanes
	Joel Boulevard	Hendry County Line	Y	Y	4	6 Lanes
Tice Street	SR 80	Ortiz Avenue	--	--	--	--
	Ortiz Avenue	Staley Road	Y	--	2	4 Lanes
V.S. Shoemaker Blvd.	SR 80	SR 82	--	--	--	--
	SR 82	Winkler Avenue	--	--	--	--
US 41	Colonial Boulevard	Hancock Bridge Parkway	Y	Y	6	I-75 Improvements
	Winkler Avenue	Hanson Street	Y	Y	6	I-75 Improvements
	Hanson Street	SR 82	Y	Y	6	I-75 Improvements
	SR 82	Hancock Bridge Parkway	Y	Y	4	8 Lanes / 6 Lanes + 4 Express Lanes
	Hancock Bridge Parkway	Pondella Road	Y	Y	4	6 Lanes + 4 Express Lanes
	Del Prado Extension	Charlotte County Line	Y	Y	4	6 Lanes

(3)
Developer's Estimated Internal Capture Rate
(Transportation Condition B.1)(b))

SIGNIFICANTLY IMPACTED ROADWAYS			ADVERSE IMPACTS	POTENTIALLY BACKLOGGED ROAD (2)	E+C # OF LANES	RECOMMENDED IMPROVEMENTS
Roadway	From	To				
Charlotte County						
SR 31	Lee County Line	Project Entrance	Y	--	2	6 Lanes with E-W Corridor
	Project Entrance	CR 74	Y	Y	2	4 Lanes
	CR 74	DeSoto County Line	Y	Y	2	6 Lanes
CR 74	US 17	SR 31	Y	Y	2	4 Lanes
	SR 31	Glades County Line	Y	Y	2	4 Lanes
Hendry County						
North River Road	Lee County Line	CR 78 E/W	--	--	--	--
SR 80	Lee County Line	CR 78A	Y	Y	4	6 Lanes
DeSoto County						
SR 31	Charlotte County Line	SR 70	Y	Y	2	6 Lanes
Glades County						
CR 74	Charlotte County Line	SR 29	Y	Y	2	4 Lanes

EXHIBIT F (Continued)
BABCOCK RANCH COMMUNITY AMDA
MASTER (BUILDOUT - 2030) ROADWAY NETWORK
Page 3 of 3

(3)
Developer's Estimated Internal Capture Rate (Continued)
(Transportation Condition B.(1)(b))

SIGNIFICANTLY IMPACTED ROADWAYS			ADVERSE IMPACTS	POTENTIALLY BACKLOGGED ROAD (2)	E-C # OF LANES	RECOMMENDED IMPROVEMENTS
Roadway	From	To				
Lee County	Ortiz Avenue	Nuna Avenue	--	--	--	--
Ballard Road	US 41	Business 41	--	--	--	--
Bayshore Road	Business 41	Hart Road	Y	Y	4	6 Lanes
	Hart Road	Slater Road	--	--	--	--
	Slater Road	I-75	--	--	--	--
	I-75	Nalle Road	Y	Y	2	4 Lanes with New E-W Corridor
	Nalle Road	SR 31	Y	Y	2	4 Lanes with New E-W Corridor
Broadway Road	SR 80	North River Road	Y	--	2	By-Pass and/or 6L SR 31 Bridge
Buckingham Road	SR 82	Gunnery Road	--	--	--	--
	Gunnery Road	Orange River Boulevard	Y	Y	2	4 Lanes
	Orange River Boulevard	SR 80	Y	Y	2	4 Lanes
Business 41	Pine Island Road	Pondella Road	--	--	--	--
Colonial Boulevard	Ortiz Avenue	I-75	Y	Y	6	10 Lanes or Expressway/Limited Access
Del Prado Boulevard	Slater Road	Hart Road	--	--	--	--
	Hart Road	US 41	--	--	--	--
Gunnery Road	Buckingham Road	Lee Boulevard	Y	Y	6	8 Lanes
I-75	Daniels Parkway	Colonial Boulevard	Y	Y	4	8 Lanes
	Colonial Boulevard	SR 82	Y	Y	4	8 Lanes
	SR 82	Luckett Road	Y	Y	4	8 Lanes
	Luckett Road	SR 80	Y	Y	4	8 Lanes
	SR 80	Bayshore Road	Y	Y	4	8 Lanes
Joel Boulevard	SR 80	16th Street	Y	Y	2	4 Lanes
	16th Street	12th Street	--	--	--	--
	I-75	Ortiz Avenue	--	--	--	--
Luckett Road	SR 80	Michigan Avenue	--	--	--	--
Marsh Avenue	SR 80	V. S. Shoemaker Blvd.	--	--	--	--
Michigan Avenue	SR 31	Project Entrance	Y	Y	2	4 Lanes
North River Road	Project Entrance	Olga Road	Y	Y	2	4 Lanes
	Olga Road	Alva Bridge	Y	Y	2	4 Lanes or By-Pass
	Alva Bridge	Hendry County Line	--	--	--	--
Ortiz Avenue	SR 80	Luckett Road	--	--	--	--
	Luckett Road	SR 82	Y	Y	4	6 Lanes
	SR 82	Hanson Street	Y	Y	4	6 Lanes
	Hanson Street	Colonial Boulevard	Y	Y	4	6 Lanes
Orange River Boulevard	Slater Road	Buckingham Road	Y	Y	2	4 Lanes
Pine Island Road	NE 24th Avenue	US 41	--	--	--	--
	Del Prado Boulevard	NE 24th Avenue	--	--	--	--
	Tropicana Parkway	Del Prado Boulevard	--	--	--	--
Six Mile Cypress Parkway	Colonial Boulevard	Challenger Boulevard	--	--	--	--
	Challenger Boulevard	Winkler Avenue	--	--	--	--
	Winkler Avenue	Daniels Parkway	--	--	--	--
Slater Road	Nalle Grade Road	Del Prado Boulevard	--	--	--	--
SR 31	SR 80	Bayshore Road	Y	Y	2	6 Lanes
	Bayshore Road	North River Road	Y	Y	2	6 Lanes with New E-W Corridor
	North River Road	Project Entrance	Y	Y	2	6 Lanes with New E-W Corridor
	Project Entrance	Charlotte County Line	Y	Y	2	6 Lanes with New E-W Corridor
SR 80	Fowler Street	Park Avenue	--	--	--	--
	Park Avenue	Seaboard Street	--	--	--	--
	Seaboard Street	V. S. Shoemaker Blvd.	Y	Y	4	6 Lanes and/or New E-W Corridor
	V. S. Shoemaker Blvd.	Ortiz Avenue	Y	Y	4	6 Lanes and/or New E-W Corridor
	Ortiz Avenue	I-75	Y	Y	4	6 Lanes and/or New E-W Corridor
	I-75	SR 31	Y	Y	6	SR 78 Improvement / E-W Corridor
	SR 31	Tropic Avenue	Y	Y	4	6 Lanes / North River Rd. Improvements
	Tropic Avenue	Buckingham Road	Y	Y	4	6 Lanes / North River Rd. Improvements
	Buckingham Road	Hickey Creek	Y	Y	4	6 Lanes / North River Rd. Improvements
	Hickey Creek	Joel Boulevard	Y	Y	4	6 Lanes / North River Rd. Improvements
	Joel Boulevard	Hendry County Line	Y	Y	4	6 Lanes
Tice Street	Ortiz Avenue	Slater Road	Y	--	2	4 Lanes
V.S. Shoemaker Blvd.	SR 80	SR 82	--	--	--	--
	SR 82	Winkler Avenue	--	--	--	--
US 41	SR 82	Hancock Bridge Parkway	Y	Y	4	8 Lanes / 6 Lanes + 4 Express Lanes
	Hancock Bridge Parkway	Pondella Road	Y	Y	4	6 Lanes + 4 Express Lanes

Footnotes:

- Roadway Network based on initial internal capture rate of 22% as suggested by the review agencies. Subject to adjustment based on Master Traffic Study Updates per AMDA Development Order. Actual improvement may be an improvement to or construction of a new parallel facility. Per AMDA Development Order, initial capture rate of 22% controls for first increment and subsequent increment until such time that Exhibit G is revised and updated.
- Per Transportation Condition C.(1)(2).
- Roadway Network based on Developer's estimated internal capture rate of a "smart growth" community. Subject to adjustment based on Master Traffic Study Updates per AMDA Development Order.

RESOLUTION
NUMBER 2008-063

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF CHARLOTTE COUNTY, FLORIDA AMENDING RESOLUTION NUMBER 2007-196, MASTER DRI DEVELOPMENT ORDER FOR THE BABCOCK RANCH COMMUNITY, MODIFYING THE PROCESS OF TRAFFIC MONITORING PURSUANT TO A STIPULATED SETTLEMENT AGREEMENT BETWEEN THE DEPARTMENT OF COMMUNITY AFFAIRS, CHARLOTTE COUNTY AND BABCOCK PROPERTY HOLDINGS, LLC; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

RECITALS

WHEREAS, on December 13, 2007, the Board of County Commissioners of Charlotte County, Florida ("Board") approved and adopted a Master Development of Regional Impact ("DRI") Development Order ("MDO") for the Babcock Ranch Community, pursuant to Section 380.06, Florida Statutes, under Resolution 2007-196; and

WHEREAS, upon adoption, Resolution Number 2007-196 was forwarded to the Department of Community Affairs ("DCA") for a final review; and

WHEREAS, on January 28, 2008, DCA filed an appeal to Resolution 2007-196 with the State of Florida Land and Water Adjudicatory Commission regarding the process of traffic mitigation ("Appeal"); and

WHEREAS, on March 31, 2008, DCA, Charlotte County and Babcock Property Holdings, LLC entered into a Stipulated Settlement Agreement to settle the Appeal ("Settlement Agreement"); and

**** NOTE - This Resolution is being re-recorded to reflect the substitution of the corrected "Exhibit A"**

BARBARA T. SCOTT, CLERK, CHARLOTTE COUNTY
OR BOOK 3300, PGS 1951-1954 4 pg(s)
INSTR # 1772858
Doc Type GOV, Recorded 06/18/2008 at 02:52 PM
Rec. Fee: \$35.50
Cashiered By: MARIANNE Doc. #:1

BARBARA T. SCOTT, CLERK, CHARLOTTE COUNTY
OR BOOK 3302, PGS 1473-1476 4 pg(s)
INSTR # 1774364
Doc Type GOV, Recorded 06/24/2008 at 01:17 PM
Rec. Fee: \$35.50
Cashiered By: MARIANNE Doc. #:1

WHEREAS, pursuant to the Settlement Agreement, the MDO is to be modified as provided in Exhibit "A" attached hereto and by this reference incorporated herein; and

WHEREAS, at this time, County Staff recommends that the revision to Resolution 2007-196 be adopted by the Board in order to be in compliance with the Settlement Agreement, and that the revision be fully incorporated into the MDO.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Charlotte County, Florida:

1. Resolution Number 2007-196 shall be amended as provided in Exhibit "A" attached hereto and by this reference incorporated herein.

2. Severability. All other terms and conditions of the Master DRI Development Order for the Babcock Ranch Community adopted by Resolution 2007-196 not affected by this Resolution shall remain unchanged and in full force and effect.

3. Effective Date. This Resolution shall take effect immediately upon approval by the Board of County Commissioners of Charlotte County, Florida.

[SIGNATURE PAGE FOLLOWS]

PASSED AND DULY ADOPTED this 17 day of June, 2008.

BOARD OF COUNTY COMMISSIONERS
OF CHARLOTTE COUNTY, FLORIDA

By: [Signature]
Thomas C. D'Aprile, Chairman

ATTEST:

Barbara T. Scott, Clerk of Circuit
Court and Ex-officio Clerk to the
Board of County Commissioners

By: [Signature]
Deputy Clerk

APPROVED AS TO FORM
AND LEGAL SUFFICIENCY:

By: [Signature]
Janette S. Knowlton, County Attorney
LR 2007-642
RB

Babcock Ranch Community Master Development Order
Revised Language

The below constitutes the changes to Resolution 2007-196. Modifications are in a ~~strikethrough~~/underline format.

Change #1 – FINDINGS OF FACT AND CONCLUSIONS OF LAW #5, is amended as follows:

5. The Developer proposes to develop Babcock Charlotte in accordance with the Babcock Master Concept Plan (Map "H" in the AMDA) attached hereto as Exhibit "B" attached hereto and made a part hereof. Map "H" will be further revised as part of each Incremental development order. Map "H", and as further revised in each Increment, constitutes the revised Master Plan for the Babcock Ranch Overlay District in the County's Comprehensive Plan and the revised Exhibit C-1 in the Charlotte Development Agreement. The development program authorized by this development order is as follows ("Development Program" or "Project").

Change #2 - Condition 5, Transportation C(1)(f) is amended as follows:

~~Each Increment will constitute a separate DRI, and each subsequent Incremental traffic study will include the~~any ~~previously evaluated and mitigated Increment as background~~Project ~~traffic consistent with Section~~Sections 380.06(21)(b) and 380.0651, F.S., and 9J-2.045, F.A.C. ~~Phases of an Increment that alone do not constitute a DRI will be aggregated with previous or subsequent phases and analyzed cumulatively as a DRI~~Mitigation provided by any previously evaluated Increment shall be credited to the overall impact of the Project.

EXHIBIT A